

BOEING CO
Form 5
February 07, 2008

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MCDONNELL JOHN F

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1034 SOUTH BRENTWOOD BLVD., SUITE 1860

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

ST. LOUIS, MO 631171229

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common	05/08/2007	Â	G	9,730 D \$0	147,716	D	Â
Common	05/08/2007	Â	G	11,175 D \$0	136,541	D	Â
Common	11/06/2007	Â	G	122,863 D \$0	13,678	D	Â
Common	11/06/2007	Â	G	1,935 D \$0	11,743	D	Â
Common	11/07/2007	Â	G	425 D \$0	11,318	D	Â
Common	11/08/2007	Â	G	62 D \$0	11,256	D	Â
Common	11/08/2007	Â	G	8,277 D \$0		D	Â

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2,979 ^{(1) (2)}
(3)

Common	Â	Â	Â	Â	Â	Â	0	I	Boeing 401(k) Plan
Common	Â	Â	Â	Â	Â	Â	171,485	I	Family Trust 01
Common	Â	Â	Â	Â	Â	Â	21,700	I	Family Trust 22
Common	Â	Â	Â	Â	Â	Â	230,806	I	Family Trust 26
Common	Â	Â	Â	Â	Â	Â	203,470 ⁽³⁾	I	Family Trust 31
Common	Â	Â	Â	Â	Â	Â	497,190 ⁽²⁾	I	Family Trust 32
Common	Â	Â	Â	Â	Â	Â	640,000	I	Family Trust 33
Common	Â	Â	Â	Â	Â	Â	540,000 ⁽¹⁾	I	Family Trust 34

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S F I (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONNELL JOHN F
1034 SOUTH BRENTWOOD BLVD.
SUITE 1860
ST. LOUIS, MO 631171229

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Signatures

By: /s/ Mark R. Pacioni as
Attorney-in-Fact

02/07/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Since the reporting person's last report, 540,000 shares previously directly owned have been contributed to a grantor retained annuity trust (Family Trust 34) of which the reporting person is sole trustee and income beneficiary.
- (2) Since the reporting person's last report, 252,810 shares previously owned indirectly through a grantor retained annuity trust (Family Trust 32) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person.
- (3) Since the reporting person's last report, 268,230 shares previously owned indirectly through a grantor retained annuity trust (Family Trust 31) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.