

BOEING CO  
Form FWP  
March 11, 2009

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-157790

Issuer Free Writing Prospectus, dated March 10, 2009

\$1,850,000,000

Senior Notes Offering

*Summary of Final Terms*

*Dated March 10, 2009*

|   | <b>5.000% Notes due 2014</b> | <b>6.000% Notes due 2019</b> | <b>6.875% Notes due 2039</b> |
|---|------------------------------|------------------------------|------------------------------|
| Issuer                                      | The Boeing Company           | The Boeing Company           | The Boeing Company           |
| Rating <sup>1</sup>                         | A2 / A+ / A+                 | A2 / A+ / A+                 | A2 / A+ / A+                 |
|   | (stable / negative / stable) | (stable / negative / stable) | (stable / negative / stable) |
| Principal Amount                            | \$700,000,000                | \$650,000,000                | \$500,000,000                |
| Trade Date                                  | 03/10/2009                   | 03/10/2009                   | 03/10/2009                   |
| Settlement Date (T+3)                       | 03/13/2009                   | 03/13/2009                   | 03/13/2009                   |
| Maturity Date                               | 03/15/2014                   | 03/15/2019                   | 03/15/2039                   |
| Treasury Benchmark                          | 1.875% due 02/28/2014        | 2.750% due 02/15/2019        | 4.500% due 05/15/2038        |
| Treasury Price / Yield                      | 99-13 / 2.001%               | 97-25+ / 3.008%              | 113-11+ / 3.743%             |
| Spread to Treasury                          | +310 bps                     | +320 bps                     | +330 bps                     |
| Reoffer Yield                               | 5.101%                       | 6.208%                       | 7.043%                       |
| Coupon (Interest Rate)                      | 5.000%                       | 6.000%                       | 6.875%                       |
| Price to Public <sup>2</sup>                | 99.558%                      | 98.466%                      | 97.913%                      |
| Gross Fee Spread                            | 0.350%                       | 0.450%                       | 0.875%                       |
| Net to Boeing <sup>2</sup>                  | 99.208%                      | 98.016%                      | 97.038%                      |
| Net Proceeds (before expenses) <sup>2</sup> | \$694,456,000                | \$637,104,000                | \$485,190,000                |
| Coupon Dates                                | 03/15, 09/15                 | 03/15, 09/15                 | 03/15, 09/15                 |
| 1st Coupon Payment                          | 09/15/2009                   | 09/15/2009                   | 09/15/2009                   |
| Call Provision                              | MWC @ T + 50 bps             | MWC @ T + 50 bps             | MWC @ T + 50 bps             |
| CUSIP / ISIN                                | 097023 AV7 /                 | 097023 AW5 /                 | 097023 AX3 /                 |
|   | US097023AV77                 | US097023AW50                 | US097023AX34                 |

Notes:

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<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

<sup>2</sup> Plus accrued interest, if any, from March 13, 2009

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. collect at 1-212-834-4533 or UBS Securities LLC toll-free at 877-827-6444 ext. 561-3844.