

BOEING CO

Form 4

January 15, 2003

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940				OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5	
1. Name and Address of Reporting Person* Koellner, Laurette T. <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> 100 N. Riverside Plaza M/C 5003-1001 <div style="text-align: right;">(Street)</div> Chicago, IL 60606 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol The Boeing Company BA 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) January 3, 2003 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> _____ Director _____ 10% </div> <div style="display: flex; justify-content: space-between;"> Owner _____ </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Officer _____ </div> <div style="display: flex; justify-content: space-between;"> Other _____ </div> <div style="display: flex; justify-content: space-between;"> Officer/Other Description <u>President, Shared Services Group and Senior Vice President, The Boeing Company</u> </div>			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) <div style="border-top: 1px solid black; display: flex; justify-content: space-between;"> Code V </div>	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) <div style="border-top: 1px solid black; display: flex; justify-content: space-between;"> Amount A/D </div> <div style="border-top: 1px solid black; display: flex; justify-content: space-between;"> Price </div>	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	12/31/2002 (1)	F	180.00 D \$32.99	14,755.20	D	
Common	02/25/2002	A V	1,505.00 A	5,609.82	I	Career Shares
Common				2,487.11	I	Boeing 401(k) Plan
Common				41.00	I	IRA by Husband
Common				87.23	I	PAYSOP

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
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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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
2002 Performance Shares	\$0.000	02/25/2002	A V	(A) 33,867.00		Common - 33,867.00		34,330.83	D	
Boeing Stock Units (2)	\$0.000	03/08/2002	A V	(A) 3,284.59	(2)	Common - 3,284.59		9,724.34	D	

Explanation of Responses :

Statement attached

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: James C. Johnson
01-15-2003

** Signature of Reporting Person

Date

Power of Attorney

Note: File three copies of this Form, one of which
must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

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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.

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FOOTNOTE Descriptions for The Boeing Company BA

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Laurette T. Koellner
100 N. Riverside Plaza
M/C 5003-1001
Chicago, IL 60606

Explanation of responses:

- (1) The reporting person was notified on 1/3/03 of the vesting event and shares withheld for payment of taxes. 1/3/03 is the deemed effective date.
- (2) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.

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