

DANIELS GERALD E  
 Form 5  
 January 23, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p>[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported                  [ ] Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Daniels, Gerald E.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>100 N. Riverside Plaza</b>  <b>M/C 5003-1001</b></p> <hr/> <p>(Street)  <b>Chicago, IL 60606</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>The Boeing Company BA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)  <b>December 31, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner                  _____ <input checked="" type="checkbox"/> Officer _____</p> <p>Other                  Officer/Other Description <b>Senior Vice President</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing</p>

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 (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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)
			Amount   A/D   Price			
Common	03/25/2002	G	535.00   D	1,649.00	D	
Common	02/25/2002	A	1,853.00   A	7,195.20	I	Career Shares
Common				7,916.27	I	Boeing 401(k) Plan
Common				119.00	I	By PAYSOP

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

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**Form 5 (continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
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(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	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 Year (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
2002 Performance Shares	\$0.000	02/25/2002	A	(A) 41,683.00		Common - 41,683.00		42,253.89	D	
Boeing Stock Units (1)	\$0.000	02/26/2002	I	(D) 2,247.46	(1)	Common - 2,247.46			D	
Boeing Stock Units (1)	\$0.000	03/08/2002	A	(A) 3,109.11	(1)	Common - 3,109.11		9,210.55	D	
Deferred Compensation Units	\$0.000	02/26/2002	I	(A) 2,247.46		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	02/26/2002	A	(A) 561.87		Common - 0.00		32,034.56	I	Deferred Compensation Stock Program

Explanation of Responses :

See attached statement

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

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

/s/ James C. Johnson, POA  
01/23/2003

\*\* Signature of Reporting Person  
Date

Gerald E. Daniels

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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Gerald E. Daniels  
100 N. Riverside Plaza  
M/C 5003-1001  
Chicago, IL 60606

**Explanation of responses:**

**(1) 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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