

BOEING CO
Form S-8 POS
August 21, 2006

As filed with the Securities and Exchange Commission on August 21, 2006

Registration No. 2-48576

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE BOEING COMPANY

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

91-0425694
(I.R.S. Employer
Identification No.)

100 N. Riverside

Chicago, IL 60606-1596

(Address of principal executive offices, including zip code)

INCENTIVE COMPENSATION PLAN FOR OFFICERS AND EMPLOYEES

OF THE BOEING COMPANY AND SUBSIDIARIES

(Full title of the plan)

JAMES C. JOHNSON

Vice President, Corporate Secretary and Assistant General Counsel

The Boeing Company

100 N. Riverside

Chicago, IL 60606-1596

(312) 544-2000

(Name, address and telephone number, including area code, of agent for service)

Copies to:

J. SUE MORGAN

Perkins Coie LLP

1201 Third Avenue, Suite 4800

Seattle, Washington 98101-3099

(206) 359-8447

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By means of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 2-48576, filed with the Securities and Exchange Commission on July 9, 1973, the Registrant hereby deregisters an aggregate of 2,715,168 shares of its common stock, par value \$5.00 per share, which were registered for the Incentive Compensation Plan for Officers and Employees of The Boeing Company and Subsidiaries (the ICP). This deregistration is being made in conjunction with the amendment of the ICP to provide that no further equity awards will be made under the ICP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 27th day of July, 2006.

THE BOEING COMPANY.

By: /s/ James A. Bell
James A. Bell
Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints W. James McNerney, Jr. and James A. Bell, or either of them, his or her attorneys-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any further amendments to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated below on the 27th day of July, 2006.

Signature	Title
/s/ W. James McNerney, Jr. W. James McNerney, Jr.	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/ James A. Bell James A. Bell	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Harry S. McGee III Harry S. McGee III	Vice President Finance and Corporate Controller

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/s/ John H. Biggs John H. Biggs	Director
/s/ John E. Bryson John E. Bryson	Director
/s/ Linda Z. Cook Linda Z. Cook	Director
/s/ William M. Daley William M. Daley	Director
/s/ Kenneth M. Duberstein Kenneth M. Duberstein	Director
/s/ John F. McDonnell John F. McDonnell	Director
/s/ Richard D. Nanula Richard D. Nanula	Director
/s/ Rozanne L. Ridgway Rozanne L. Ridgway	Director
/s/ Mike S. Zafirovski Mike S. Zafirovski	Director