

BOEING CO
Form 4
May 12, 2006

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGEE HARRY S III

(Last) (First) (Middle)

100 N. RIVERSIDE PLAZA, M/C
5003-1001

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common | 05/10/2006 | | M | V Amount (A) or (D) Price 1,688.89 A \$ 0 | 15,849.69 | D | |
| Common | 05/10/2006 | | F | 669.89 D \$ 88.94 | 15,179.8 | D | |
| Common | | | | | 2,401.38 | I | Boeing 401(k) Plan |
| Common | | | | | 2,776.68 | I | Career Shares |

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

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(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 Underlying (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|----------------------|--|--------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| 2005 Performance Shares | <u>(1)</u> | 05/10/2006 | | M | | | 1,688.89 | <u>(2)</u> | 02/28/2010 | Common |
| 2005 Performance Shares | <u>(1)</u> | 05/10/2006 | | M | | | 187.65 <u>(3)</u> | <u>(2)</u> | 02/28/2010 | Common |
| Deferred Compensation Units | <u>(4)</u> | 05/10/2006 | | M | | 188.34 <u>(3)</u> | | <u>(5)</u> | <u>(5)</u> | Common |
| Deferred Compensation Units | <u>(4)</u> | 05/10/2006 | | A | | 47.08 <u>(6)</u> | | <u>(5)</u> | <u>(5)</u> | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| MCGEE HARRY S III 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606 | Corporate Controller |

Signatures

By: /s/ Mark R. Pacioni as
Attorney-in-Fact 05/12/2006

__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) Performance shares convert on 1 for 1 basis on vesting

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- 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
- (2) period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
 - (3) Reflects deferral of phantom stock units by reporting person upon vesting of performance stock units. Units are calculated based upon the difference between the closing price and the fair market value on the date of the transaction.
 - (4) Phantom stock units are convertible into common stock on a 1-for-1 basis.
 - (5) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
 - (6) Performance Share company match allocated to reporting person's performance share account under the deferred compensation plan.

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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