

BOEING CO
Form 4/A
March 10, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STONECIPHER HARRY C

(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)
02/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 | 02/28/2005 | | J ⁽¹⁾ | (A) Amount 6,291 ⁽¹⁾ | \$ 0 15,414.95 | I ⁽¹⁾ | Career Shares |
| Common | 02/28/2005 | | J ⁽¹⁾ | (D) Amount 6,291 ⁽¹⁾ | \$ 0 9,123.95 | I | Career Shares |
| Common | | | | | 3,897.23 | I | Boeing 401(k) Plan |
| Common | | | | | 168,270 | I | H & J Stonecipher Revocable Trust |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|
| | | | | | (A) | (D) | | |
| 2005 Performance Shares | (2) | 02/28/2005 | | J(1) | 251,625 (1) | | (3) 02/28/2010 | Common |
| 2005 Performance Shares | (2) | 02/28/2005 | | J(1) | 251,625 (1) | | (3) 02/28/2010 | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STONECIPHER HARRY C 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606 | X | | President and CEO | |

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 03/10/2005

**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) On March 2, 2005, the reporting person mistakenly filed a Form 4 reporting an acquisition of 6,291 Career Shares and an acquisition of 251,625 2005 Performance Shares. These acquisitions did not, in fact, occur. As of March 2, 2005, the reporting person owned only 9,123.95 Career Shares and no 2005 Performance Shares. Footnotes (2) and (3) describe the terms of the 2005 Performance Share grant that did not occur.

(2) Performance shares convert on 1 for 1 basis on vesting

(3) 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified 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%

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at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.

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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