SEARS MICHAEL M

Form 4

October 22, 2002

SEC Form 4

FORM 4	UNITE	ED STATES	S SECURITII COMMISSI		EXCHANGE	Of Of	MB APPROVAL
[] Check this box if no lor subject to Section 16. For or Form 5 obligations may continu See Instruction 1(b).	e. STATE	Expension of Changes in Beneficial Ownership					mber: 3235-0287 anuary 31, 2005 average burden response 0.5
1. Name and Address of Re Sears, Michael M. (Last) (First	eporting Person*	2. Issuer Name or Trading S The Boeing Co	and Ticker ymbol	4. Statemen (Month/Y	t for 6. Iss	Relationship of Re uer (Check al	porting Person(s) to l applicable)
100 N. Riverside Plaza M/C 5003-1001 (Stree Chicago, IL 60606	eet)	3. I.R.S. Identii Number of F Person, if an (voluntary)	Reporting	5. If Amend Date of C (Month/Y	iment, Ot Priginal Year) Of De	vner X Office her ficer/Other scription Sr	or 10% r
(City) (Sta	te) (Zip)				7.	Individual or Joint, Filing (Check App Individual Filing Joint/Group Filin	licable Line)
Table I - Non-Derivativ	e Securities Acquired, I	Disposed of, or E	Beneficially Owne	d			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and		5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount Price				
Common	10/18/2002	F	11,638.160 \$28.990	D	128,667.390 (1) D	
Common	02/25/2002	A V	2,702.000	A I	11,794.210 (1) I	Career Shares
Common					8,158.30	1 I	Boeing 401(k) Plan
Common					135.20	0 I	By PAYSOP

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

(over)

SEC 1474 (3-99)

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

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Form 4 (continued)

			uired, Dispos , options, con	,	neficially Owned urities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative Securities Acquired	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Underlying Securities	of	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	Owner- ship	11. Nature of Indirect Beneficial Ownership (Instr.4)
2002 Performance Shares	\$0	02/25/2002	AIV	(A) 60,787		Common - 60,787		61,307 (1)	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts	s By: s/ James C. Johnson by POA
constitute Federal Criminal Violations.	10.22.2002
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	** Signature of Reporting Person
	Date
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,	Power of Attorney
See Instruction 6 for procedure.	Page 2
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Potential persons who are to respond to the collection of information contained in this form	

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currently valid OMB number.

required to respond unless the form displays a

FOOTNOTE Descriptions for The Boeing Company BA				
	Form 4 - October 18, 2002			
Michael M. Sears				
00 N. Riverside Plaza				
M/C 5003-1001				
Chicago, IL 60606				

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(1) Includes adjustments for dividends accrued

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