PALMER JAMES F

Form 4

January 03, 2003

SEC Form 4

OMB APPROVAL 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 OMB Number: 3235-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 5 obligations may continue. Expires: January 31, 2005 See Instruction 1(b). Estimated average burden hours per response. . . . 0.5 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 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker 4. Statement for 6. Relationship of Reporting Person(s) to or Trading Symbol (Month/Year) Issuer Palmer, James F. (Check all applicable) The Boeing Company BA January 2, 2003 (Middle) (Last) (First) Director _____ 10% 100 N. Riverside Plaza Owner M/C 5003-1001 3. I.R.S. Identification Officer __ Number of Reporting 5. If Amendment, Person, if an entity Date of Original (Street) Officer/Other (voluntary) (Month/Year) Chicago, IL 60606 Description Sr. VP & President of **Boeing Capital Corporation** (City) (State) (Zip) 7. Individual or Joint/Group Filing (Check Applicable Line) Individual Filing Joint/Group Filing Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 3. Transaction . Title of Security 4. Securities Acquired (A) or Amount of Owner-7. Nature of (Instr. 3) (Month/Day/Year) Code Disposed (D) Of Securities Indirect ship Beneficially Form: Beneficial and (Instr. 3, 4, and 5) Voluntary Owned at Direct(D) Ownership Code End of Month Indirect (I) (Instr. 4) (Instr. 8) (Instr. 3 and 4) (Instr. 4) Amount A/D Code | V Price

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

(over)

SEC 1474 (3-99)

Palmer, James F. - January 2, 2003

Form 4 (continued)

| | Table II - De | erivative Se | curities Acqu | ired, Dispose | d of, or Bene | eficially Owned | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------------|--------------|------------|--------------|---------|---------------|
| | (e. | ls, warrants, | ertible secur | | | | | | | | |
| | 1. Title of | 2. Conver- | 3. | 4. | 5. Number | 6. Date | 7. Title and | 8. Price | 9. Number of | 10. | 11. Nature of |
|] | Derivative | sion or | Transaction | Transaction | of | Exercisable(DE) and | Amount of | of | Derivative | Owner- | Indirect |
| ķ | Security | Exercise | | | Derivative | Expiration | Underlying | Derivative | Securities | ship | Beneficial |
| | (Instr. 3) | Price of | | Code | Securities | Date(ED) | Securities | Security | Beneficially | Form of | Ownership |
| • | | | • | • | | | | | | • | |

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

Edgar Filing: PALMER JAMES F - Form 4

| | Derivative Security | (Month/ Day/ Year) | Voluntary (V) Code (Instr.8) | Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | (Instr. 3 and 4) | (Instr.5) | at End of Month (Instr.4) | Derivative Security: Direct (D) or Indirect (I) | (Instr.4) |
|-----------------------------------|------------------------|--------------------------|------------------------------|--|------------------|-----------|---------------------------------|---|---|
| Deferred Compensation Units | \$0.000 | 01/02/2003 | Al | (A) 60.35 (1) | Common - 0.00 | \$33.460 | | I | Deferred Compensation Stock Program |
| Deferred Compensation Units | \$0.000 | 01/02/2003 | Al | (A) 15.09 (2) | Common - 0.00 | | 45,825.04 | I | Deferred Compensation Stock Program |
| | | | | | | | | | |

Explanation of Responses:

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

By: s/ James C. Johnson, POA __01-03-2003__

** Signature of Reporting Person

James F. Palmer

Page 2 SEC 1474 (3-99)

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.

Palmer, James F. - January 2, 2003

Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - January 2, 2003

James F. Palmer 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606

Explanation of responses:

- (1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.
- (2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.

Page 3