Edgar Filing: Downey Thomas J - Form 4

Downey Tho	omas J										
Form 4	007										
March 07, 20									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box								Expires:	January 31,		
if no long subject to Section 1 Form 4 o	SECUR	RITIES			NERSHIP OF	·	ated average n hours per				
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
Downey Thomas J Symbol			Symbol	Name and G CO [B.	l Ticker or ' A]	Fradir	ıg	5. Relationship of Reporting Person(s) to Issuer			
(Last)					ansaction			(Check all applicable)			
			(Month/D 03/05/20	nth/Day/Year))5/2007				Director 10% Owner X Officer (give title Other (specify below) below) SVP-Communications			
	(Street)			ndment, Da hth/Day/Year	nte Original			6. Individual or Jo Applicable Line)	int/Group Filin	ng(Check	
CHICAGO, IL 60606				. ,				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ities Aca	uired, Disposed of	. or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (Instr. 3, 4	es Ac posed	quired of (D)	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	
Common	03/05/2007			Code V M	Amount 537.57	(D) A	Price \$ 0	6,624.57 <u>(1)</u>	D		
Common	03/05/2007			D	537.57 (2)	D	\$ 87.29	6,087	D		
Common								6,897.49	Ι	By 401(k)	
Common								5.34	I	By PAYSOP	
Common								3,187.96 <u>(1)</u>	I	Career Shares	

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

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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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Underlying Securities (Instr. 3 and 4)		8. Pr. Deriv Secu (Insti
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Boeing Stock Units	<u>(3)</u>	03/05/2007	М	5	537.57	(4)	(4)	Common	537.57	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Downey Thomas J 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			SVP-Communications				
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		03/	/07/2007				

**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) Includes adjustments for dividends accrued.
- (2) Vested Boeing Stock Units paid out in cash.
- (3) Boeing Stock Units (BSUs) convert into common stock on a 1-for-1 basis if settled in stock. BSUs are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (4) BSUs vest and are payable in cash or stock three years after the award is granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.