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KOELLNE Form 4 March 07, 2	R LAURETTE T						
FORN Check t	OMB APPROVAL OMB 3235-0287 Number: January 31						
if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	suant to Secti (a) of the Publ	HANGES IN BENEFICIA SECURITIES on 16(a) of the Securities E ic Utility Holding Company ne Investment Company Ac	xchange Act of 1934, Act of 1935 or Section	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
 (Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> KOELLNER LAURETTE T 			Issuer Name and Ticker or Tradir 1bol 'EING CO [BA]	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 100 N. RIVERSIDE PLAZA, M/C 5003-1001			Pate of Earliest Transaction onth/Day/Year) 05/2007	Director X Officer (give below)	Director 10% Owner X Officer (give title Other (specify		
(Street) CHICAGO, IL 60606			² Amendment, Date Original d(Month/Day/Year)	Applicable Line) _X_ Form filed by O	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
		(7.)		Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any	Table I - Non-Derivative Securities 3. 4. Securities , if TransactionAcquired (A) or Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D)	5. Amount of 6. Securities For Beneficially (E) Owned (E) Following (In Reported Transaction(s) (Instr. 3 and 4)	Ownership7. Nature oform: DirectIndirectO) or IndirectBeneficial		
Reminder: Re	port on a separate line	e for each class of	information required to	ectly or indirectly. To respond to the collect contained in this form a respond unless the form currently valid OMB cont	ire not (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of Derivative	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	or Securities Acquired (A)	Expiration Date	Underlying S
Security	or Exercise		any	Code	or Disposed of (D)	(Month/Day/Year)	(Instr. 3 and

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)					
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	
Boeing Stock Units	<u>(1)</u>	03/05/2007		М		4,197.77	(2)	(2)	Common
Deferred Compensation Units	<u>(4)</u>	03/05/2007		М	4,197.77 (5)		<u>(6)</u>	<u>(6)</u>	Common
Deferred Compensation Units	<u>(4)</u>	03/05/2007		А	1,049.44 (7)		(6)	(6)	Common

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KOELLNER LAURETTE T 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			SVP/Pres. Boeing International			
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) 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.
- (2) BSUs vest and are payable in cash or stock three years after the award is granted.
- (3) Includes adjustments for dividends accrued.
- (4) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (5) Boeing Stock Units deferred to the Deferred Compensation Stock Program at vesting.
- (6) 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.
- (7) Company match to deferral of vested Boeing stock units to Deferred Compensation Stock Program.

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.