SWAIN DAVID O

Form 4

February 18, 2003

Form 4 (continued)

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

SEC Form 4

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL	
[] Check this box if no longer	Washington, D.C. 20549								
subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATE	MENT OF CHANGES IN BENEFICE			EFICIAL OWNERSHIP			OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden	
200 2100 20101 2(0)							hours per response 0.5		
Name and Address of Reportin Swain, David O.	2. Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 100 N. Riverside Plaza		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year) Off Des Off Tec 7. I		Director 10% Owner			
M/C 5003-1001 (Street) Chicago, IL 60606	X Officer Other Officer/Other Description Executive Vice President, Office of the Chairman and Chief Technology Officer								
(City) (State)									
	Filing (C					dividual or Joint/Group ling (Check Applicable Line) ndividual Filing			
Table I - Non-Derivative Secu	Disposed of on	Danafiaially Oven	_ Joint/			Group Filing			
1. Title of Security 2. Train	_	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acq Disposed (D) Of (Instr. 3, 4, and	uired (A) or	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and	or Indi)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Prio	ce					
Reminder: Report on a separate li directly or indirectly. * If the form is filed by more than			tion 4(b)(v).	ver)	l	<u> </u>		1	
	Swain, Da	vid O Fel	SEC 1474 (3- oruary 13, 20	,					

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of	Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Deferred Compensation Units	\$0.000	02/13/2003	A	(A) 204.39 (1)		Common - 0.00	\$29.355		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	02/13/2003	Al	(A) 51.10 (2)		Common - 0.00		66,115.60	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.

/s/ James C. Johnson, POA 2/14/2003

** Signature of Reporting Person

Date

David O. Swain

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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.

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Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - February 13, 2003

David O. Swain 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

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account under the Company's Deferred Compensation Plan.

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