

BOEING CO
Form 4
July 31, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
KOELLNER LAURETTE T

(Last) (First) (Middle)

100 N. RIVERSIDE PLAZA, M/C
5003-1001

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]

3. Date of Earliest Transaction
(Month/Day/Year)

07/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SVP/Pres. Boeing International

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	07/27/2007		M		9,336.91 A \$ 0	D	42,156.72
Common	07/27/2007		F		3,940.91 D \$ 0	D	38,215.81
Common	07/30/2007		S		2,590 D \$ 105.25	D	35,625.81
Common	07/30/2007		S		2,100 D \$ 105.27	D	33,525.81
Common	07/30/2007		S		1,200 D \$ 105.3	D	32,325.81
Common	07/30/2007		S		2,200 D \$ 105.31	D	30,125.81
Common	07/30/2007		S		400 D	D	29,725.81

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					\$				
					105.32				
Common	07/30/2007	S	800	D	\$	28,925.81	D		
					105.33				
Common	07/30/2007	S	100	D	\$	28,825.81	D		
					105.34				
Common	07/30/2007	S	410	D	\$	28,415.81	D		
					105.35				
Common	07/30/2007	S	200	D	\$	28,215.81	D		
					105.39				
Common						10.66	I		Boeing 401(k) Plan
Common						14,513.79	I		Career Shares
Common						41	I		IRA by Husband
Common						84.28	I		PAYSOP

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
2005 Performance Shares	(1)	07/27/2007		M	9,336.91	(2)	02/28/2010	Common	9,336.91

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

07/31/2007

__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) Performance shares convert into common stock on a 1-for-1 basis on vesting.
2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
 - (2) period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
 - (3) Includes adjustments for dividends accrued.

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