

BOEING CO
Form 3
November 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CAVE MICHAEL J | | (Month/Day/Year) | BOEING CO [BA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 N. RIVERSIDE PLAZA,Â M/C 5003-1001 | | 11/01/2007 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CHICAGO,Â ILÂ 60606 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Bus. Dev. & Strategy | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common | 14,508.45 ⁽¹⁾ | D | Â |
| Common | 72.48 | I | By 401(k) |
| Common | 9,698.44 | I | Career Shares |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|---|----------------------------|--|---|-------------------------------------|
| 2005 Performance Shares | Â (2) | 02/28/2010 | Common | 1,672.44 | \$ (3) | D | Â |
| Boeing Stock Units (4) | Â (5) | Â (5) | Common | 3,901.62 | \$ (6) | D | Â |
| Deferred Compensation Units | Â (7) | Â (7) | Common | 5,300 | \$ (8) | I | Deferred Compensation Stock Program |
| Stock Option (Right to Buy) | Â (9) | 02/27/2016 | Common | 10,800 | \$ 74.445 | D | Â |
| Stock Option (Right to Buy) | Â (10) | 02/26/2017 | Common | 8,700 | \$ 89.645 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAVE MICHAEL J 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606 | Â | Â | Â SVP, Bus. Dev. & Strategy | Â |

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact
11/02/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a restricted stock unit award that vests in increments of 50% on each of 9/12/08 and 9/12/09.
- (2) 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified 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) Performance shares convert into common stock on a 1-for-1 basis on vesting.
- (4) Boeing Stock Units (BSUs) are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (5) BSUs vest and are payable in cash or stock three years after the award is granted.
- (6) BSUs convert into common stock on a 1-for-1 basis if settled in stock.
- (7) 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.

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- (8) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (9) The options vest over a period of three years from the date of grant (February 27, 2006), with 34% vesting after the first year, on February 27, 2007, 33% vesting after the second year, on February 27, 2008, and 33% vesting after the third year, on February 27, 2009.
- (10) The options vest over a period of three years from the date of grant (February 26, 2007), with 34% vesting after the first year, on February 26, 2008, 33% vesting after the second year, on February 26, 2009, and 33% vesting after the third year, on February 26, 2010.

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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