

ARGON ST, Inc.
Form 4
August 06, 2010

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 *
BOEING CO

2. Issuer Name and Ticker or Trading Symbol
ARGON ST, Inc. [STST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N. RIVERSIDE PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2010

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

CHICAGO, IL 60606

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/05/2010		P		37,712,557 ⁽¹⁾	A	\$ 34.5
Common Stock	08/05/2010		P		924,485 ⁽²⁾	A	\$ 34.5
					1,000 ⁽³⁾	D	

By
Vortex
Merger
Sub ⁽¹⁾

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOEING CO 100 N. RIVERSIDE PLAZA CHICAGO, IL 60606		X		
Vortex Merger Sub, Inc. 100 N. RIVERSIDE PLAZA CHICAGO, IL 60606		X		

Signatures

THE BOEING COMPANY, By: /s/ Michael F. Lohr
 **Signature of Reporting Person
 Date 08/06/2010

VORTEX MERGER SUB, INC., By: /s/ John M. Meersman
 **Signature of Reporting Person
 Date 08/06/2010

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) Reflects shares acquired by Vortex Merger Sub, Inc. (the "Purchaser") (i) in the tender offer described in the Tender Offer Statement on Schedule TO, as amended or supplemented, initially filed with the Securities and Exchange Commission on July 8, 2010 (the "Tender Offer") by The Boeing Company ("Boeing") and the Purchaser and (ii) from Argon ST, Inc. ("Argon") upon the exercise of the "top-up" option provided for in the Agreement and Plan of Merger, dated as of June 30, 2010, by and among Boeing, the Purchaser and Argon.
- (2) Reflects all outstanding shares of Argon not tendered in the Tender Offer. Following the Tender Offer and the exercise of the "top-up" option, Argon was merged with and into the Purchaser with Argon surviving the merger as a wholly owned subsidiary of Boeing pursuant to a "short-form merger" under Delaware law (the "Merger"). Outstanding shares of Argon not tendered in the Tender Offer are deemed acquired by Boeing and the Purchaser upon consummation of the Merger.

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- Prior to the Merger, Boeing held 1,000 shares of the common stock of the Purchaser, which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of the Merger, each share of the Purchaser was converted into a share of Argon stock.
- (3) At the effective time of the Merger, all shares of Argon issued and outstanding immediately prior to the effective time were cancelled as a result of the Merger, in effect cancelling all shares of Argon held by the Purchaser.

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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