SWAIN DAVID O

Form 4

March 12, 2003

SEC Form 4

FORM 4	UNITE	ED STATES	OMB APPROVAL					
[ ] Check this box if no long	or.	,	COMMISS  Washington, D.C.					
subject to Section 16. Form or Form 5 obligations may continue. See Instruction 1(b).	4	MENT OF CI	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden					
	Filed pursuant to	Section 16(a) of	the Securities Exc	hours per re	esponse 0.5			
			Public Utility	•				
1 Name and Address of Dans	<u> </u>	2. Issuer Name	or Section 30(f) of	the Investment 4. Statement	1 ,		ahin of Dono	orting Person(s) to
1. Name and Address of Repo Swain, David O.	orting Person	or Trading S		(Month/Y		Issuer	(Check all a	
(Last) (First)	(Middle)	The Boeing Co	ompany BA	March 10, 2003				
100 N. Riverside Plaza M/C 5003-1001	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year) Owner X Other Officer/Oth					
(Street) Chicago, IL 60606					Officer/Oth			
(City) (State)	(Zip)						he Chairma	n and Chief
							al or Joint/G Check Applic	
						X Individ	ual Filing roup Filing	
Table I - Non-Derivative S	-		1		T			
•	Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4	or Indi	)	Nature of Indirect Beneficial Ownership (Instr. 4)
		Code   V	Amount     Pric					
Reminder: Report on a separa directly or indirectly. * If the form is filed by more			•		<u> </u>			

(over)

SEC 1474 (3-99)

# Swain, David O. - March 10, 2003

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	curities Acqu ls, warrants,	· •	/	eficially Owned ities)			

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	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)
Boeing Stock Units	\$0.00	03/10/2003	Code   V I (1)	(D) 6,674.11	(2)	Common - 6,674.11		14,680.25	D	
Deferred Compensation Units	\$0.00	03/10/2003	II	(A) 6,674.11		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	03/10/2003	A (3)	(A) 1,668.53		Common - 0.00		74,726.24	I	Deferred Compensation Stock Program

Explanation of Responses:

insufficient,

** Intentional misstatements or omissions of facts	s By: /s/ James C. Johnson, Attorney-in-Fact
constitute Federal Criminal Violations.  See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	03-12-2003 ** Signature of Reporting Person
	Date
Note: File three copies of this Form, one of which must be manually signed. If space is	Power of Attorney

See Instruction 6 for procedure.

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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				
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David O. Swain 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606				
Explanation of responses:				

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- (1) Boeing Stock Units deferred to the Deferred Compensation Stock Program at vesting.
- (2) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.
- (3) Company match to deferral of vested Boeing stock units to Deferred Compensation Stock Program

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