

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Swain, David O. - March 10, 2003

[illegible]

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[illegible]

Explanation of Responses :

**** Intentional misstatements or omissions of facts 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 insufficient,

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.

Swain, David O. - March 10, 2003

Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - March 10, 2003

David O. Swain
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Chicago, IL 60606

Explanation of responses:

- (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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