BOEING CO Form SC 13G February 13, 2009

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No.)*

BOEING CO

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

097023105

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

[X] Rule 13d – 1(b)

[] Rule 13d – 1(c)

[] Rule 13d - 1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Edgar Filing: BOEING CO - Form SC 13G

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*.)

	Edgar Filing: BOEING CO - Form SC 13G				
CUSIP N	No 097023105	13G	Page 2 of 22 Pages		
1	NAMES OF REPORTIN I.R.S. IDENTIFICATION	G PERSONS N NO. OF ABOVE PERSONS	(ENTITIES ONLY):		
2	Bank of America Corpora CHECK THE APPR Instructions)		9 MEMBER OF A GROUP (See		
3 4	SEC USE ONLY	(b) [] CE OF ORGANIZATION			
BEN OWN	ED BY EACH 7 SOLE TING PERSON WITH 8 SHARI	ED VOTING POWER DISPOSITIVE POWER ED DISPOSITIVE POWER	Delaware 0 5,493,625 0 68,220,745 BY EACH REPORTING PERSON		
10	CHECK IF THE AGGR (See Instructions)	EGATE AMOUNT IN ROW (68,220,745 9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS R	EPRESENTED BY AMOUNT	[]		
12	TYPE OF REPORTING	PERSON (See Instructions)	9.34%		
			НС		

	Edgar Filing: BOEING CO - Form SC 13G		
CUSIP N	No 097023105	13G	Page 3 of 22 Pages
1	NAMES OF REPORTING I.R.S. IDENTIFICATION N	PERSONS NO. OF ABOVE PERSONS (E	ENTITIES ONLY):
2	NB Holdings Corporation CHECK THE APPRO Instructions)	56-1857749 PRIATE BOX IF A MI (a) []	EMBER OF A GROUP (See
3 4	(b) SEC USE ONLY CITIZENSHIP OR PLACE		
BEN OWN	WITH	VOTING POWER SPOSITIVE POWER DISPOSITIVE POWER	Delaware 0 5,355,270 0 67,902,390 Y EACH REPORTING PERSON
10	CHECK IF THE AGGREC (See Instructions)	SATE AMOUNT IN ROW (9)	67,902,390) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REF	PRESENTED BY AMOUNT I	[]
12	TYPE OF REPORTING PE	RSON (See Instructions)	9.27%
			HC

Edgar Filing: BOEING CO - Form SC 13G			
CUSIP N	No 097023105	13G	Page 4 of 22 Pages
1		N NO. OF ABOVE PERSONS (
2			737560 IEMBER OF A GROUP (See
3 4	SEC USE ONLY CITIZENSHIP OR PLA	(b) [] CE OF ORGANIZATION	
BEN OWN	RTING PERSON 8 SHAR WITH	RED VOTING POWER DISPOSITIVE POWER RED DISPOSITIVE POWER	Delaware 0 5,053,713 0 67,600,833 Y EACH REPORTING PERSON
10	CHECK IF THE AGGE (See Instructions)	REGATE AMOUNT IN ROW (9	67,600,833 9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT	[] IN ROW (9)
12	TYPE OF REPORTING	B PERSON (See Instructions)	9.22%
			НС

Edgar Filing: BOEING CO - Form SC 13G				
CUSIP	No 097023105	13G	Page 5 of 22 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF AE		(ENTITIES ONLY):	
2	BANA Holding Corporation CHECK THE APPROPRIATE Instructions) (36-2685437 E BOX IF A M a)[]	IEMBER OF A GROUP (See	
3 4	(b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGA	ANIZATION		
BEN OWN	ER OF SHARES 5 SOLE VOTING PO NEFICIALLY 6 SHARED VOTING NED BY EACH 7 SOLE DISPOSITIV RTING PERSON WITH 8 SHARED DISPOSI AGGREGATE AMOUNT BENEFICI	POWER E POWER TIVE POWER	Delaware 0 5,053,713 0 67,600,833 BY EACH REPORTING PERSON	
10	CHECK IF THE AGGREGATE AM (See Instructions)	OUNT IN ROW (67,600,833 9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENT	ED BY AMOUNT	[] IN ROW (9)	
12	TYPE OF REPORTING PERSON (Se	e Instructions)	9.22%	
			НС	

Edgar Filing: BOEING CO - Form SC 13G

Edgar Filing: BOEING CO - Form SC 13G

Edgar Filing: BUEING CU - Form SC 13G					
CUSIP No	o 097023105		13G	Page 6 c	of 22 Pages
		ORTING PERSONS CATION NO. OF AB	OVE PERSON	S (ENTITIES ONLY):	
2	Bank of America, CHECK THE Instructions)	APPROPRIATE	94-1687665 BOX IF A)[]	MEMBER OF A G	ROUP (See
	SEC USE ONLY CITIZENSHIP O	(b) [] R PLACE OF ORGA	NIZATION		
BENE OWNE REPORT	EFICIALLY 6 ED BY EACH 7 FING PERSON 8 WITH	SOLE VOTING POV SHARED VOTING I SOLE DISPOSITIVE SHARED DISPOSIT MOUNT BENEFICIA	POWER E POWER TVE POWER	3,387,283 1,666,430 2,803,010 64,797,823 9 BY EACH REPORTIN	United States
					67,600,833
10	Trust and 61,75 Voluntary Investr	3,046 shares of Boo nent Plan) . AGGREGATE AMC	eing common	eld in the BAO Voluntar stock held in The Boe 7 (9) EXCLUDES CERT	ing Company
11	PERCENT OF C	LASS REPRESENTE	D BY AMOUN	IT IN ROW (9)	[]
12	TYPE OF REPOI	RTING PERSON (See	e Instructions)		9.22%
					ВК

Edgar Filing: BOEING CO - Form SC 13G				
CUSIP N	No 097023105	13G	Page 7 of 22 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF AB	OVE PERSONS (ENTITIES	S ONLY):	
2	Columbia Management Group, LLC CHECK THE APPROPRIATE Instructions) (a	94-1687665 BOX IF A MEMBEF)[]	R OF A GROUP (See	
3 4	(b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGA	NIZATION		
BEN OWN	ER OF SHARES 5 SOLE VOTING POW NEFICIALLY 6 SHARED VOTING I ED BY EACH 7 SOLE DISPOSITIVE RTING PERSON WITH 8 SHARED DISPOSIT AGGREGATE AMOUNT BENEFICIA	POWER E POWER TVE POWER	Delaware 0 1,196,517 0 1,709,334 REPORTING PERSON	
10	CHECK IF THE AGGREGATE AMC (See Instructions)	OUNT IN ROW (9) EXCLU	1,709,334 JDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTE	D BY AMOUNT IN ROW	(9)	
12	TYPE OF REPORTING PERSON (See	e Instructions)	.23%	
			PN	

Edgar Filing: BOEING CO - Form SC 13G

	Edgar Filing: BOEING CO - Form SC 13G				
CUSIP N	No 097023105	13G	Page 8 o	f 22 Pages	
1	NAMES OF REPORTIN I.R.S. IDENTIFICATION		ONS (ENTITIES ONLY):		
2	Columbia Management A CHECK THE APPR Instructions)		94-1687665 A MEMBER OF A G	ROUP (See	
3 4	(SEC USE ONLY CITIZENSHIP OR PLAC	b) [] CE OF ORGANIZATION			
BEN OWN	ER OF SHARES 5 SOLE NEFICIALLY 6 SHARI ED BY EACH 7 SOLE XTING PERSON WITH 8 SHARI	ED VOTING POWER	1,130,702 65,815 1,594,137 R 115,197	Delaware	
9	AGGREGATE AMOUN	T BENEFICIALLY OWN	ED BY EACH REPORTING	G PERSON	
10	CHECK IF THE AGGRI (See Instructions)	EGATE AMOUNT IN R	OW (9) EXCLUDES CERT	1,709,334 AIN SHARES	
11	PERCENT OF CLASS R	EPRESENTED BY AMC	UNT IN ROW (9)	[]	
12	TYPE OF REPORTING	PERSON (See Instruction	s)	.23%	
				PN	

 CUSIP No 097023105
 13G
 Page 9 of 22 Pages

 1
 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

 Banc of America Securities Holdings Corporation
 56-2103478

 2
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

 (b) []

 3
 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

0

NUMBER OF SHARES 5 SOLE VOTING POWER BENEFICIALLY 6 SHARED VOTING POWER OWNED BY EACH REPORTING PERSON WITH