

MCDONNELL JOHN F
 Form 5
 January 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MCDONNELL JOHN F

(Last) (First) (Middle)

1034 SOUTH BRENTWOOD
 BLVD., SUITE 1860

(Street)

ST. LOUIS, MO 631171229

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOEING CO [BA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Price | | |
| Common | 05/11/2004 | Â | G | 25,560 | D \$ 0 | 362,399 | D Â |
| Common | 11/04/2004 | Â | G | 8,355 | D \$ 0 | 354,044 | D Â |
| Common | 11/04/2004 | Â | G | 7,252 | D \$ 0 | 346,792 ⁽¹⁾ | D Â |
| Common | 05/19/2004 | Â | G ⁽²⁾ | 357,693 | A \$ 0 | 357,693 | I Family Trust 23 |
| Common | Â | Â | Â | Â | Â | 170,727 | I Boeing 401(k) Plan |

Edgar Filing: MCDONNELL JOHN F - Form 5

| | | | | | | | | | |
|--------|---|---|---|---|---|---|-----------|---|-----------------|
| Common | Â | Â | Â | Â | Â | Â | 171,638 | I | Family Trust 01 |
| Common | Â | Â | Â | Â | Â | Â | 29,890 | I | Family Trust 02 |
| Common | Â | Â | Â | Â | Â | Â | 27,798 | I | Family Trust 03 |
| Common | Â | Â | Â | Â | Â | Â | 56,790 | I | Family Trust 04 |
| Common | Â | Â | Â | Â | Â | Â | 58,699 | I | Family Trust 05 |
| Common | Â | Â | Â | Â | Â | Â | 27,798 | I | Family Trust 06 |
| Common | Â | Â | Â | Â | Â | Â | 56,790 | I | Family Trust 07 |
| Common | Â | Â | Â | Â | Â | Â | 58,699 | I | Family Trust 08 |
| Common | Â | Â | Â | Â | Â | Â | 27,798 | I | Family Trust 09 |
| Common | Â | Â | Â | Â | Â | Â | 56,790 | I | Family Trust 10 |
| Common | Â | Â | Â | Â | Â | Â | 27,798 | I | Family Trust 11 |
| Common | Â | Â | Â | Â | Â | Â | 55,207 | I | Family Trust 12 |
| Common | Â | Â | Â | Â | Â | Â | 56,790 | I | Family Trust 13 |
| Common | Â | Â | Â | Â | Â | Â | 27,798 | I | Family Trust 14 |
| Common | Â | Â | Â | Â | Â | Â | 55,207 | I | Family Trust 15 |
| Common | Â | Â | Â | Â | Â | Â | 56,790 | I | Family Trust 16 |
| Common | Â | Â | Â | Â | Â | Â | 21,700 | I | Family Trust 22 |
| Common | Â | Â | Â | Â | Â | Â | 230,806 | I | Family Trust 26 |
| Common | Â | Â | Â | Â | Â | Â | 244,332 | I | Family Trust 27 |
| Common | Â | Â | Â | Â | Â | Â | 434,031 | I | Family Trust 28 |
| Common | Â | Â | Â | Â | Â | Â | 1,059,383 | I | |

| | | | | | | | | | |
|--------|---|---|---|---|---|---|-----------|---|-----------------|
| Common | Â | Â | Â | Â | Â | Â | 1,000,000 | I | Family Trust 29 |
| | | | | | | | | | Family Trust 30 |

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

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.

SEC 2270 (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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDONNELL JOHN F 1034 SOUTH BRENTWOOD BLVD. SUITE 1860 ST. LOUIS, MO 631171229 | Â X | Â | Â | Â |

Signatures

/s/ McDonnell,
John F. 01/14/2005

**Signature of Reporting Person Date

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) Since the reporting person's last report, 1,042,954 shares previously owned indirectly through three separate grantor retained annuity trust (Family Trust 25, Family Trust 28 and Family Trust 29) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person. Additionally, 1,000,000 shares previously owned directly have been contributed to a grantor retained annuity trust (Family Trust 30) of which the reporting person is sole trustee and income beneficiary.

Edgar Filing: MCDONNELL JOHN F - Form 5

- (2) Effective May 19, 2004, Anne McDonnell became a Trustee of the Family Trust #23 requiring this entity to be incorporated in the reporting persons transactions reports on Forms 4 or Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. 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.