Edgar Filing: JAMIESON JAMES M - Form 4

| JAMIESON Form 4 March 11, 2 | N JAMES M 2005 | | | | | | | | | |
|---|---|---|---|---|--|--|--|--|--------------------------|--|
| Check t if no loo subject Section Form 4 Form 5 obligati may col | STATES MENT OI rsuant to S (a) of the I | Wa F CHAN Section 1 Public U | nshington NGES IN SECUI 16(a) of tl Jtility Hol | N OMB Number: Expires: Estimated burden hou response | Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | | | |
| See Inst 1(b). (Print or Type | | 30(n) | of the li | nvestmen | t Compa | ny Act of 1 | 940 | | | |
| 1. Name and Address of Reporting Person <u>*</u> JAMIESON JAMES M | | | 2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA] | | | r Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) 100 N. RIV 5003-1001 | Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2005 | | | | Director 10% Owner X Officer (give title Other (specify below) below) Sr. V.P., CTO | | | | |
| CHICAGO | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (State) | (Zip) | Tah | ole I - Non- | Derivative | Securities A | Person | of. or Beneficia | llv Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution | ed Date, if | 3. Transactio Code (Instr. 8) | 4. Securi onAcquired Disposed | ties (A) or of (D) | 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 | |
| Reminder: Re | eport on a separate lin | e for each cl | ass of sec | urities bene | Perso inforr requi | ons who res mation cont red to resp | or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co | n are not orm | SEC 1474 (9-02) | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

number.

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | ĺ | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--------------------------|------------------------------------|------------|------------------|-----------|---|---|-----|---------------------|--------------------|--------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Boeing Stock Units | <u>(1)</u> | 03/11/2005 | | А | | 3,788.27 | | (2) | (2) | Common | 3,788.27 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|------------|---------------|-------|--|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | | |
| JAMIESON JAMES M 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606 | | | Sr. V.P., CTO | | | | | |
| Signatures | | | | | | | | |
| By: /s/ Mark R. Pacioni as Attorney-in-Fact | | 03/11/2005 | | | | | | |
| <u>**</u> 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) Boeing Stock Units convert on a 1-for-1 basis if settled in stock

(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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.