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BOEING CO Form 4 September 1									
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940					OMB Number: Expires: Estimated a burden hou response	irs per		
(Print or Type I 1. Name and A JAMIESON	ddress of Reporting Persor	Symbol	2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA]			5. Relationship of Reporting Person(s) to Issuer			
(Last) 100 N. RIV 5003-1001	3. Date of Earlies (Month/Day/Year	. Date of Earliest Transaction Month/Day/Year)			(Check all applicable) <u></u> Director <u></u> 10% Owner <u>X_</u> Officer (give title <u></u> Other (specify below) Sr. VP & COO, BCA				
CHICAGO,	(Street) IL 60606	4. If Amendment, Filed(Month/Day/	-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State) (Zip)	Table I - No	n-Derivative S	Securities Acc	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any		Deemed 3. cution Date, if Trans Code nth/Day/Year) (Instr.	4. Securit action(A) or Di (D) . 8) (Instr. 3, 4	ies Acquired sposed of 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common	09/12/2006	Code A	V Amount 28,800 (1)	(D) Price A (2)	42,809	D			
Common					12,586.78 <u>(3)</u>	Ι	Career Shares		

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

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 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. Transactio Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
JAMIESON JAMES M 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Sr. VP & COO, BCA				
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		09/	/14/2006				
**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) Represents a restricted stock unit award that vests in increments of 50% on each of the 2nd and 3rd anniversaries of the grant date.
- (2) None.
- (3) Includes adjustments for dividends accrued.

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.