STONECIPHER HARRY C

Form 4

March 10, 2003

SEC Form 4

FORM 4	UNITE	ED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL		
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	I STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP I							OMB Number: 3235-0287 Expires: January 31, 2005			
See Instruction 1(b). 1. Name and Address of Repor	Holding Comp		Public Util or Section 30(f)	ity of the In		f 1934, Section 17(a ent Company Act o for 6.	f 1940	hours per	average burden response 0	.5	
Stonecipher, Harry C. (Last) (First) 100 N. Riverside Plaza	or Trading S		(Month/Year) March 7, 2003 5. If Amendment, Date of Original (Month/Year)		Issuer (Check all applicable) X Director 10			_ 10%			
M/C 5003-1001 (Street) Chicago, IL 60606 (City) (State)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				Da	Owner Officer Officer/Other Description					
		Disposed of or l				 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing Joint/Group Filing 					
	ransaction Date Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acc Disposed (D) On (Instr. 3, 4, and	quired (A/D	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	or Indi)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

(over)

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Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(e.g., puts, calls, warrants, options, convertible securities)										
Title of Derivative	2. Conversion or				6. Date Exercisable(DE) and		8. Price of	9. Number of Derivative	10. Owner-	11. Nature of Indirect
Security	Exercise	Date		OI Derivative	Expiration	Underlying			ship	Beneficial
(Instr. 3)	Price of		Code	Securities	Date(ED)	Securities	Security	Beneficially	Form of	Ownership

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

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	Derivative Security	(Month/ Day/ Year)	Voluntary (V) Code (Instr.8)	Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Instr. 3 and 4)	(Instr.5)	at End of Month (Instr.4)	Derivative Security: Direct (D) or Indirect (I)	(Instr.4)
Deferred Compensation Units	\$0.000	03/07/2003	Code V	(A) 16,299.10 (1)	Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	03/07/2003	Al	(A) 4,074.78 (2)	Common - 0.00		418,813.86		Deferred Compensation Stock Program
							_		

Explanation of Responses:

See attached statement

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

See Instruction 6 for procedure.

/s/ James C. Johnson, POA 03/07/2003

** Signature of Reporting Person

Harry C. Stonecipher

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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.

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Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

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Harry C. Stonecipher 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606

Explanation of responses:

- (1) Incentive Compensation Award deferred to the Deferred Compensation Plan
- (2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.

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