

BOEING CO
Form 8-K
March 18, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

March 13, 2008

Date of Report (Date of earliest event reported)

The Boeing Company

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-442
(Commission
File Number)

91-0425694
(IRS Employer
Identification No.)

100 N. Riverside, Chicago, IL
(Address of Principal Executive Offices)

(312) 544-2000

60606-1596
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On March 13, 2008, The Boeing Company (the Company) and W. James McNerney, Jr. (Mr. McNerney) entered into an amended and restated Executive Employment Agreement (the Amended Executive Employment Agreement) dated as of March 13, 2008 and effective January 1, 2008 to conform the employment agreement between the Company and Mr. McNerney dated as of June 29, 2005 to the requirements of final regulations and transitional guidance promulgated under Section 409A of the Internal Revenue Code of 1986, as amended.

The foregoing description of the Amended Executive Employment Agreement is qualified in its entirety by reference to that agreement, which is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description |
|-----------------------|---|
| 10.1 | Amended and Restated Executive Employment Agreement dated as of March 13, 2008 and effective January 1, 2008. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE BOEING COMPANY

By: /s/ Michael F. Lohr
Michael F. Lohr

Vice President, Corporate Secretary and Assistant

General Counsel

Dated: March 18, 2008

INDEX TO EXHIBITS

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