

BOEING CO

Form 4

January 15, 2003

SEC Form 4

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940				OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Koellner, Laurette T. (Last) (First) (Middle) 100 N. Riverside Plaza M/C 5003-1001 (Street) Chicago, IL 60606 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol The Boeing Company BA 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) January 3, 2003 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner _____ ☒ Officer _____ Other _____ Officer/Other Description President, Shared Services Group and Senior Vice President, The Boeing Company 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Individual Filing ☐ Joint/Group Filing		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common	12/31/2002 (1)	F	180.00 D \$32.99	14,755.20	D	
Common	02/25/2002	A V	1,505.00 A 	5,609.82	I	Career Shares
Common				2,487.11	I	Boeing 401(k) Plan
Common				41.00	I	IRA by Husband
Common				87.23	I	PAYSOP

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

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

Form 4 (continued)

Explanation of Responses :

Statement attached

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

**** Signature of Reporting Person**

Date _____

Power of Attorney

See Instruction 6 for procedure.

Page 2
SEC 1474 (3-99)

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.

Form 4 (continued)

Form 4 - January 3, 2003

Laurette T. Koellner
100 N. Riverside Plaza
M/C 5003-1001
Chicago, IL 60606

2

- (1) The reporting person was notified on 1/3/03 of the vesting event and shares withheld for payment of taxes. 1/3/03 is the deemed effective date.
- (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.

Page 3