BOEING CO Form 8-K May 03, 2012

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 ACTOF 1934

Date of Report (Date of earliest event reported) April 30, 2012

The Boeing Company

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction 1-442 (Commission 91-0425694 (I.R.S. Employer

of Incorporation)

File No.)

Identification Number)

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100 N. Riverside, Chicago, IL (Address of Principal Executive Offices) (Registrant s Telephone Number, Including Area Code) (312) 544-2000

60606-1596 (Zip 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:

- " 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 30, 2012, the Board of Directors of The Boeing Company (the Company) adopted an amendment to Article II, Section 1 of the Company s By-Laws to decrease the number of directors from twelve to eleven. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Shareholders on April 30, 2012. Set forth below are the voting results for each of the matters submitted to a vote of the shareholders.

I. Election of Directors: Votes For Votes Against Abstentions Non-Votes David L. Calhoun 511.665.99 52.2732.049 4.262.780 108.872.109 Arthur D. Collins, Jr. 522.290,118 12.110.378 4.252.780 108.872.109 Linda Z. Cook 522.939,182 11.644.038 4.077.601 108.872.109 Edmund P. Giambastiani, Jr. 523.082.785 11.554.722 4.021.994 108.872.109 Edward M. Liddy 511.264.403 13.039.598 4.376.607 108.872.109 Edward M. Liddy 511.244.403 13.039.598 4.376.607 108.872.109 Susan C. Schwab 523.134.401 11.667.616 3.858.804 108.872.109 Mike S. Zafirovski 519.073.528 15.383.298 4.203.995 108.872.109 Mike S. Zafirovski 519.073.528 15.383.298 4.008.872.109 Mike S. Zafirovski 519.073.528 15.383.298 4.08.872.109 Mike S. Zafirovski 519.073.528 15.88.204 108.872.109 Mike S. Zafirovski 519.073.528 15.88.208 Mostentions S. Advisory Vote to Approve Named Executive Officer Com					Broker
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Edmund P. Giambastiani, Jr. 523,082,785 11,554,722 4,021,994 108,872,109 Lawrence W. Kellner 524,210,154 10,250,410 4,199,526 108,872,109 Edward M. Liddy 521,244,403 13,039,9598 4,376,6697 108,872,109 W. James McNerney, Jr. 510,392,101 24,693,457 3,567,280 108,872,109 Susan C. Schwab 523,143,401 11,667,616 3,858,804 108,872,109 Mike S. Zafirovski 519,073,528 15,383,298 4,203,995 108,872,109 Mike S. Zafirovski 519,073,528 15,383,298 4,203,995 108,872,109 Votes For Votes Against Abstentions Non-Votes 2. Advisory Vote to Approve Named Executive Officer Compensation 505,127,597 26,597,706 6,934,721 108,872,909 3. Ratification of Appointment of Independent Auditor for 2012 631,922,323 12,344,548 3,266,058 332,391,557 67,602,620 108,873,249 Contributions 138,664,955 332,391,557 67,602,620 108,873,249 108,873,249 S. Shareholder Proposal Relating to Action by Written Consent 188,449,880 343,461,212 Ab	Linda Z. Cook	522,939,182		4,077,601	108,872,109
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Edward M. Liddy521,244,40313,039,5984,376,697108,872,109W. James McNerney, Jr.510,392,10124,693,4573,567,280108,872,109Susan C. Schwab523,134,40111,667,1663,858,804108,872,109Ronald A. Williams522,464,74712,034,6594,158,927108,872,109Mike S. Zafirovski519,073,52815,383,2984,203,995108,872,109Z. Advisory Vote to Approve Named Executive Officer Compensation505,127,59726,597,7066,934,721108,872,109S. Ratification of Appointment of Independent Auditor for 2012631,922,32312,344,5483,266,05884. Shareholder Proposal Relating to Reports on Political and Trade AssociationVotes For 138,664,955Votes Against 332,391,557Abstentions 67,602,620Broker Non-Votes5. Shareholder Proposal Relating to Action by Written ConsentVotes For 188,449,880Votes Against 343,461,212Abstentions 6,747,904Broker Non-Votes6. Shareholder Proposal Relating to Retention of Significant Stock by Former ExecutivesVotes For 126,462,110Votes Against 406,709,167Abstentions 5,474,846Broker Non-Votes6. Shareholder Proposal Relating to Retention of Significant Stock by FormerVotes For 126,462,110Votes Against 406,709,167Abstentions 5,474,846Broker Non-Votes6. Shareholder Proposal Relating to Retention of Significant Stock by FormerVotes For 126,462,110Votes Against 406,709,167Abstentions 5,474,846Broker Non-Votes6. Shareholde	Edmund P. Giambastiani, Jr.	523,082,785	11,554,722	4,021,994	108,872,109
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Susan C. Schwab523,134,40111,667,6163,858,804108,872,109Ronald A. Williams522,464,74712,034,6594,158,927108,872,109Mike S. Zafirovski519,073,52815,383,2984,203,995108,872,109Votes ForVotes ForVotes AgainstAbstentions2. Advisory Vote to Approve Named Executive Officer Compensation505,127,597Votes AgainstAbstentions3. Ratification of Appointment of Independent Auditor for 2012631,922,32312,344,5483,266,0584. Shareholder Proposal Relating to Reports on Political and Trade Association ContributionsVotes For 138,664,955Votes Against 332,391,557Abstentions 67,602,620Broker Non-Votes 108,873,2495. Shareholder Proposal Relating to Action by Written ConsentVotes For 126,462,110Votes Against 434,461,212Abstentions 6,747,904Broker Non-Votes 108,873,2496. Shareholder Proposal Relating to Retention of Significant Stock by Former ExecutivesVotes For 126,462,110Votes Against 406,709,167Abstentions 5,474,846Broker Non-Votes 108,873,249	Edward M. Liddy	521,244,403	13,039,598	4,376,697	108,872,109
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7. Shareholder Proposal Relating to Extraordinary Retirement Benefits 169,504,571 364,861,786 4,291,734 108,873,249	7. Shareholder Proposal Relating to Extraordinary Retirement Benefits	169,504,571	364,861,786	4,291,734	108,873,249
Item 9.01. Financial Statements and Exhibits.					

(d) Exhibits.

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Exhibit Number	Description
3.2	By-Laws of The Boeing Company, as amended and restated on April 30, 2012

SIGNATURE

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, Assistant General Counsel and Corporate Secretary Dated: May 3, 2012

INDEX TO EXHIBITS

ExhibitNumberDescription3.2By-Laws of The Boeing Company, as amended and restated on April 30, 2012