SWAIN DAVID O

Form 4

February 03, 2003

Form 4 (continued)

SEC Form 4

FORM 4	UNITED 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. See Instruction 1(b).	STATE	MENT OF CI	ENEFICIA	L OWNERSI	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden					
Name and Address of Reporting Swain, David O.	Holding Comp.	Public Utilit		f the Investment Company Act of 194						
(Last) (First) (Middle) 100 N. Riverside Plaza M/C 5003-1001		The Boeing Company BA 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		January 30, 2003 5. If Amendment, Date of Original (Month/Year)		Owner X	Director10% er			
(Street) Chicago, IL 60606 (City) (State) (Zip)						Officer/Other Description Executive Vice President, Office of the Chairman and Chief Technology Officer 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing Joint/Group Filing				
Table I - Non-Derivative Sec	urities Acquired, l	Disposed of, or 1	Beneficially Own	ed						
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		3. Transaction Code and Voluntary Code (Instr. 8) 4. Securities Acq Disposed (D) Of (Instr. 3, 4, and Amount		Owned at End of Month (Instr. 3 and		Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code V	Prio							
Reminder: Report on a separate directly or indirectly. * If the form is filed by more that			·			I		1		
			SEC 1474 (3-	ver) -99)						

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of	Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Deferred Compensation Units	\$0.000	01/30/2003	Al	(A) 195.12 (1)		Common - 0.00	\$30.750		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	01/30/2003	ΑI	(A) 48.78 (2)		Common - 0.00		65,860.11	I	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).

See 10 C.S.C. 1001 and 13 C.S.C. 7011(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 01/31/2003

** Signature of Reporting Person

Date

David O. Swain

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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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David O. Swain 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606

Explanation of responses:

- (1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.
- (2) Salary match shares of phantom stock allocated to the reporting person's

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account under the Company's Deferred Compensation Plan.

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