BAIN DOUGLAS G
Form 4
February 21, 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* **Bain, Douglas G.** (Last) (First) (Middle) **The Boeing Company** **P. O. Box 3707, M/C 13-08** (Street) **Seattle, WA 98124** (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) **February 20, 2003** 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___**X**___ Officer _____ Other Officer/Other Description **Senior Vice President - General Counsel** 7. Individual or Joint/Group Filing (Check Applicable Line) **X** 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 | Price	A/D			
Common	02/20/2003	M |		2,600 |	A |	8,098	D	
Common						6,442	I	Career Shares

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).

(over)
SEC 1474 (3-99)

Bain, Douglas G. - February 20, 2003

Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary (V) Code (Instr.8) Code | V	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) | (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Option (Right to Buy) 88-24	$17.250	02/20/2003	M |	(D) 2,600	(1) | 02/26/2003	**Common - 2,600**		0	D	

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.

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.

/s/ James C. Johnson, POA
    2/21/2003
** Signature of Reporting Person

        Date

Douglas G. Bain

Bain, Douglas G. - February 20, 2003

Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - February 20, 2003

Douglas G. Bain
The Boeing Company
P. O. Box 3707, M/C 13-08
Seattle, WA 98124

Explanation of responses:

(1)   Options become exercisable approximately 40% on the 1st anniversary and 30% on each of the 3rd and 5th anniversary of the grant date.