BOEING CO Form 4 August 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

SECURITIES 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(h) of the Investment Company Act of 1940

1(b).

Common

Common

(Print or Type Responses)

BELL JAMES A Symbol			Symbol	er Name an	d Ticker or T A	rading		5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. D (Mo			3. Date o	f Earliest T Day/Year)	_			(Check all applicable) Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer			
				endment, D nth/Day/Yea	ate Original		A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative So	ecuriti	ies Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4 a	of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	07/28/2005			M	6,463.67	A	\$ 0	21,825.67	D		
Common	07/28/2005			F	2,550.67	D	\$ 66	19,275	D		
Common	08/01/2005			S	5,100	D	\$ 65.9	14,175	D		
Common	08/01/2005			S	900	D	\$ 65.95	13,275	D		

65.95

2,421.99

10,419.01

I

Ι

Boeing 401(k)

Plan

Career

Shares

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

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SEC 1474 (9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securit
	Security			Code V	5)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
2004 Performance Shares	<u>(1)</u>	07/28/2005		M		6,463.36	(2)	02/23/2009	Common	6,46

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BELL JAMES A 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606

Chief Financial Officer

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact

08/01/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Performance shares convert on 1 for 1 basis on vesting
- 2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified (2) period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.

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.

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