

BOEING CO
Form 4
May 04, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOODIK BONNIE W

(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
BOEING CO [BA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V.P., Internal Governance

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	05/02/2006		M		1,488.99	A	\$ 0 21,461.99 D
Common	05/02/2006		F		601.99	D	\$ 85.33 20,860 D
Common	05/02/2006		M		4,579.02	A	\$ 0 25,439.02 D
Common	05/02/2006		F		1,670.02	D	\$ 85.33 23,769 D
Common	05/03/2006		S		2,600	D	\$ 85.79 21,169 D
Common	05/03/2006		S		4,000	D	\$ 85.79 17,169 D

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Common	05/03/2006		S	200	D	\$ 85.83	16,969	D	
Common	05/03/2006		S	800	D	\$ 85.84	16,169	D	
Common	05/03/2006		S	2,635	D	\$ 85.86	13,534	D	
Common							1,319.74	I	Boeing 401(k) Plan
Common							108.17	I	By PAYSOP
Common							10,053.93	I	Career Shares

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
2002 Performance Shares	<u>(1)</u>	05/02/2006		M	(A) 1,488.99	<u>(2)</u>	02/25/2007	Common
2002 Performance Shares	<u>(1)</u>	05/02/2006		M	(A) 992.66 <u>(3)</u>	<u>(2)</u>	02/25/2007	Common
2004 Performance Shares	<u>(1)</u>	05/02/2006		M	(A) 4,579.02	<u>(4)</u>	02/23/2009	Common
2004 Performance Shares	<u>(1)</u>	05/02/2006		M	(A) 3,052.68 <u>(3)</u>	<u>(4)</u>	02/23/2009	Common
Deferred Compensation Units	<u>(5)</u>	05/02/2006		M	(A) 998.39 <u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Common

