SOODIK BONNIE W
Form 4
August 25, 2005

|  |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: $\quad 3235-0287$ |
| Check this box if no longer subject to |  | Expires: $\begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\begin{aligned} & \text { burden hours per } \\ & \text { response... } 0.5 \end{aligned}$ |
| Form 5 <br> obligations may continue | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


CHICAGO, IL 60606
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| Director | 10\% Owner |
| :---: | :---: |
| _X_Officer (give title below) | Other (specify |
|  | below) |
| Sr. V.P., Internal Governance |  |
| 6. Individual or Joint/ | oup Filing(Check |
| Applicable Line) |  |

_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

| (City) | (State) | (Zip) Ta | 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. <br> Transa <br> Code <br> (Instr. <br> Code | 4. Securitie ctiomr Disposed (Instr. 3, 4 <br> 8) <br> V Amount | Acqu <br> of (D) nd 5) <br> (A) or <br> (D) | ired (A) <br> Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | 08/23/2005 |  | M | 2,175.24 | A | \$ 0 | 18,509.24 | D |  |
| Common | 08/23/2005 |  | F | 793.24 |  | $\begin{aligned} & \$ \\ & 67.43 \end{aligned}$ | 17,716 | D |  |
| Common |  |  |  |  |  |  | 1,327.73 | I | Boeing 401(k) <br> Plan |
| Common |  |  |  |  |  |  | 108.77 | I | By PAYSOP |
| Common |  |  |  |  |  |  | 9,938.47 | 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.

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


## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other
SOODIK BONNIE W
100 N. RIVERSIDE PLAZA
M/C 5003-1001
CHICAGO, IL 60606

## Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact
**Signature of Reporting Person
08/25/2005

Date

## Edgar Filing: SOODIK BONNIE W - Form 4

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Performance shares convert on 1 for 1 basis on vesting

Represents an additional $10 \%$ of 2003 Performance Shares awarded to reporting person pursuant to Company reaching the $120 \%$ vesting installment.

2003 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
(3) period, the following dollar levels: $15 \%$ at $\$ 42.38,30 \%$ at $\$ 45.41,45 \%$ at $\$ 48.43,60 \%$ at $\$ 51.46,75 \%$ at $\$ 54.49,90 \%$ at $\$ 57.51,100 \%$ at $\$ 60.54,110 \%$ at $\$ 63.57,120 \%$ at $\$ 66.59$, and $125 \%$ at $\$ 68.11$.
(4) Phantom stock units are convertible into common stock on a 1 -for- 1 basis.
(5) Reflects deferral of phantom stock units by reporting person upon vesting of performance stock units. Units are calculated based upon the difference between the closing price and the fair market value on the date of the transaction.

Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or
(6) cash following termination for retirement, death, disability or layoff. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
(7) Performance Share company match allocated to reporting person's performance share account under the deferred compensation plan.

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.

