

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 A/D Price			
Common	02/24/2003	A	2,216 A	3,781	I (1)	Career Shares

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Form 4 (continued)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	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)	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. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
2003 Performance Shares	\$0.00	02/24/2003	A I	(A) 49,849	(DE) I (ED)	Common - 49,849		49,849	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).

/s/ James C. Johnson, POA
2/26/2003

** Signature of Reporting Person

Date

Rudy F. DeLeon

Note: File three copies of this Form, one of which
must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

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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

Form 4 - February 24, 2003

Rudy F. de Leon
100 N. Riverside Plaza
M/C 5003-1001
Chicago, IL 60606

Explanation of responses:

(1) Includes adjustments for dividends

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