

DE LEON RUDY F
Form 4
May 04, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DE LEON RUDY F

2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N. RIVERSIDE PLAZA, M/C
5003-1001

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP Washington DC Op

(Street)

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

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

CHICAGO, IL 60606

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	05/02/2006		M		7,444.73	A	\$ 0
Common	05/02/2006		F		3,141.73	D	\$ 85.33
Common	05/02/2006		M		9,800.27	A	\$ 0
Common	05/02/2006		F		4,136.27	D	\$ 85.33
Common	05/03/2006		S		1,000	D	\$ 85.58
Common	05/03/2006		S		500	D	\$ 85.49

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Common	05/03/2006	S	1,500	D	\$ 85.46	59,923	D	
Common	05/03/2006	S	7,600	D	\$ 85.5	52,323	D	
Common	05/03/2006	S	5,000	D	\$ 85.51	47,323	D	
Common	05/03/2006	S	2,900	D	\$ 85.52	44,423	D	
Common	05/03/2006	S	1,500	D	\$ 85.53	42,923	D	
Common						9,026.86	I	Career Shares

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

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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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
2002 Performance Shares	(1)	05/02/2006		M	7,444.73	(2)	02/25/2007	Common	7,444.73
2004 Performance Shares	(1)	05/02/2006		M	9,800.27	(3)	02/23/2009	Common	9,800.27

Reporting Owners

Reporting Owner Name / Address	Relationships
DE LEON RUDY F 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606	Director 10% Owner Officer Sr. VP Washington DC Op

Signatures

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

05/04/2006

__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
 - (2) 2002 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 25% at \$72.38, 40% at \$75.73, 55% at \$79.20, 75% at \$82.80, 100% at \$86.53 and 125% at \$90.39.
2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified 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.
 - (3)

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.