MCDONNELL JOHN F

Form 5

February 14, 2007

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005
Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

30(11) of the 111v

1. Name and Ad MCDONNE	*	_	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)	3. Statement for Issuer's Fiscal Year Ended				
1034 SOUTH BRENTWOOD BLVD., SUITE 1860 (Street)			(Month/Day/Year) 12/31/2006	_X_ Director 10% Owner Officer (give title Other (specify			
		OOD		below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
			Pricu(Month/Day/Tear)				

ST. LOUIS, MOÂ 631171229

_X_Form Filed by One Reporting Person __Form Filed by More than One Reporting Person

(City)	(State)	Z ₁ p) Tabl	e I - Non-Deri	ivative Sec	Acqui	red, Disposed of	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if Transaction Code (Month/Day/Year) (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	05/08/2006	Â	G	1,496	D	\$0	695,080	D	Â
Common	05/09/2006	Â	G	11,571	D	\$0	683,509	D	Â
Common	Â	Â	Â	Â	Â	Â	21,700	I	Family Trust 22
Common	Â	Â	Â	Â	Â	Â	1,217,863	I	Family Trust 23
Common	Â	Â	Â	Â	Â	Â	230,806	I	Family Trust 26

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Common	Â	Â	Â	Â	Â	Â	270,452	I	Family Trust 30
Common	Â	Â	Â	Â	Â	Â	471,700	I	Family Trust 31
Common	Â	Â	Â	Â	Â	Â	750,000	I	Family Trust 32
Common	11/03/2006	Â	G	18,425	D	\$0	665,084	D	Â
Common	11/03/2006	Â	G	16,675	D	\$0	648,409	D	Â
Common	11/07/2006	Â	G	1,206	D	\$0	647,203	D	Â
Common	11/10/2006	Â	G	2,351	D	\$0	644,852	D	Â
Common	Â	Â	Â	Â	Â	Â	171,582.51	I	Boeing 401(k) Plan
Common	Â	Â	Â	Â	Â	Â	171,485	I	Family Trust 01
Common	Â	Â	Â	Â	Â	Â	29,890	I	Family Trust 02
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 03
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 04
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 05
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 06
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 07
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 08
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 09
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 10
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 11
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 12
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 13
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained	SEC 2270 (9-02)					
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 16
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 15
									Trust 14

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

the form displays a currently valid OMB control number.

of D So B

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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCDONNELL JOHN F 1034 SOUTH BRENTWOOD BLVD. SUITE 1860 ST. LOUIS, MO 631171229	ÂX	Â	Â	Â				

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 02/14/2007

**Signature of Reporting Person

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).

Date

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