

STEPHENS RICHARD DENNIS

Form 3

December 13, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â STEPHENS RICHARD
DENNIS

(Last) (First) (Middle)

100 N. RIVERSIDE
PLAZA,Â M/C 5003-1001

(Street)

CHICAGO,Â ILÂ 60606

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/03/2004

3. Issuer Name **and** Ticker or Trading Symbol
BOEING CO [BA]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Sr. VP, Internal Services

5. 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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common

1,018

D

Â

Common

2,566.57

I

By 401(k)

Common

8,092.72

I

Career Shares

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: STEPHENS RICHARD DENNIS - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2000 Performance Shares	Â <u>(1)</u>	02/28/2005	Common	6,355.94	\$ <u>(2)</u>	D	Â
2001 Performance Shares	Â <u>(3)</u>	02/26/2006	Common	12,601.63	\$ <u>(2)</u>	D	Â
2002 Performance Shares	Â <u>(4)</u>	02/25/2007	Common	12,419.63	\$ <u>(2)</u>	D	Â
2003 Performance Shares	Â <u>(5)</u>	02/23/2008	Common	6,524.58	\$ <u>(2)</u>	D	Â
2004 Performance Shares	Â <u>(6)</u>	02/23/2009	Common	32,997.98	\$ <u>(2)</u>	D	Â
Boeing Stock Units <u>(7)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common	5,315.35	\$ <u>(2)</u>	D	Â
Deferred Compensation Units	Â <u>(8)</u>	Â <u>(8)</u>	Common	371.07	\$ <u>(2)</u>	I	Deferred Compensation Stock Program
Deferred Compensation Units	Â <u>(8)</u>	Â <u>(8)</u>	Common	3,393.77	\$ <u>(2)</u>	I	Deferred Compensation Stock Program
Deferred Compensation Units	Â <u>(8)</u>	Â <u>(8)</u>	Common	1,484.25	\$ <u>(2)</u>	I	Deferred Compensation Stock Program
Deferred Compensation Units	Â <u>(8)</u>	Â <u>(8)</u>	Common	13,575.01	\$ <u>(2)</u>	I	Deferred Compensation Stock Program
Stock Option (Right to Buy) 93-18 & 93-19	Â <u>(9)</u>	01/13/2007	Common	2,950	\$ 53.031	D	Â
Stock Option (Right to Buy) 93-18 & 93-19	Â <u>(9)</u>	01/13/2007	Common	278	\$ 53.031	D	Â
Stock Option (Right to Buy) 93-20 & 93-21	Â <u>(9)</u>	02/24/2007	Common	4,572	\$ 53.219	D	Â
Stock Option (Right to Buy) 93-20 & 93-21	Â <u>(9)</u>	02/24/2007	Common	5,090	\$ 53.219	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: STEPHENS RICHARD DENNIS - Form 3

Director 10% Owner Officer

Other

STEPHENS RICHARD DENNIS

100 N. RIVERSIDE PLAZA

M/C 5003-1001

CHICAGO, IL 60606

Â Â Â Sr. VP, Internal Services Â

Signatures

By: /s/ Mark R. Pacioni as

Attorney-in-Fact

12/10/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2000 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 \$59.59, 40% at \$62.35, 55% at \$65.21, 75% at \$68.17, 100% at \$71.24 and 125% at \$74.42.

(2) Phantom stock units are convertible into common stock on a 1-for-1 basis.

2001 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 \$101.08, 40% at \$105.75, 55% at \$110.60, 75% at \$115.63, 100% at \$120.84 and 125% at \$126.23.

(4) 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.

(5) 2003 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 \$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.

(6) 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.

(7) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.

(8) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or 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.

(9) Options become exercisable approximately 40% on the 1st anniversary and 30% on each of the 3rd and 5th anniversary of the grant date.

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.