

BOEING CO  
Form FWP  
November 17, 2009

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-157790

Issuer Free Writing Prospectus, dated November 17, 2009

\$1,200,000,000

Senior Notes Offering

**Summary of Final Terms**

**Dated November 17, 2009**

	<b>1.875% Senior Notes due</b>	<b>3.750% Senior Notes due</b>
	<b>2012</b>	<b>2016</b>
Issuer	The Boeing Company	The Boeing Company
Rating (Moody's, S&P, Fitch) <sup>1</sup>	A2 / A / A+	A2 / A / A+
	(negative / stable / negative)	(negative / stable / negative)
Principal Amount	\$700,000,000	\$500,000,000
Trade Date	11/17/2009	11/17/2009
Settlement Date (T+3)	11/20/2009	11/20/2009
Maturity Date	11/20/2012	11/20/2016
Treasury Benchmark	1.375% due 11/15/2012	3.125% due 10/31/2016
Treasury Price / Yield	100-08 <sup>3</sup> / <sub>4</sub> / 1.282%	101-20 / 2.865%
Spread to Treasury	80 bps	115 bps
Reoffer Yield	2.082%	4.015%
Coupon (Interest Rate)	1.875%	3.750%
Price to Public <sup>2</sup>	99.401%	98.397%
Gross Fee Spread	0.250%	0.400%
Coupon Payment Dates	05/20, 11/20	05/20, 11/20
1st Coupon Payment	5/20/2010	5/20/2010
Call Provision	MWC @ T + 15 bps	MWC @ T + 25 bps
CUSIP / ISIN	097023 BB0 / US097023BB05	097023 BC8 / US097023BC87
Notes:		

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

<sup>2</sup> Plus accrued interest, if any, from November 20, 2009

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or RBS Securities Inc. toll-free at 1-866-884-2071.