## ALBAUGH JAMES F

Form 4

October 25, 2002

SEC Form 4

FORM 4	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							
[] Check this box if no longe subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATE	MENT OF CI	Washington, D.C. 20549  NT OF CHANGES IN BENEFICIAL OWNERSHIP  tion 16(a) of the Securities Exchange Act of 1934, Section 17(a)  Public Utility			OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5			
		ny Act of 1935	or Section 30(f) of	the Investme	ent Company Ac				
Name and Address of Report Albaugh, James F.	Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Year)		Relationship of Reporting Person(s) to Issuer     (Check all applicable)				
(Last) (First)	(Middle)	The Boeing C	ompany BA	October 25, 2002					
The Boeing Company 100 N. Riverside Plaza, M/C	5003-1001	3. I.R.S. Identification				Director 10% Owner X Officer			
(Street) Chicago, IL 60606	Number of Reporting Person, if an entity (voluntary)		Date of Original (Month/Year)		Other  Officer/Other  Description Executive Vice				
(City) (State)	(Zip)			Pre Dei - 7. I		President, Defense Sy 7. Individu	dent, President and CEO, Integrated ase Systems ividual or Joint/Group ng (Check Applicable Line)		
			0 6 1 11 0	, ,		X Individ Joint/G	ual Filing Froup Filin	g	
Table I - Non-Derivative So	• •	• ′	1		5 Amount of	6. Ow		7. Nature of	
	ransaction Date  Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and	, ,	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4	ship For Dire or Indi	)	Indirect Beneficial Ownership (Instr. 4)	
		Code   V	de   V Amount     Pric						
Reminder: Report on a separate directly or indirectly.  * If the form is filed by more the second se			•			<u>†</u>			

(over)

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# Form 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date  (Month/ Day/ Year)	Transaction  Code and  Voluntary  (V)  Code  (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	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)
Deferred Compensation Units	\$0.000	10/24/2002	Al	(A) 88.420 (1)		Common - 0.000	\$30.450		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	10/24/2002	Al	(A) 22.100 (2)		Common - 0.000		64,272.830	I	Deferred Compensation Stock Program

Explanation of Responses:

** Intentional misstatements or	omissions of fact	s By: s/ James	C. Johnson by POA

constitute Federal Criminal Violations.

10-25-2002

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\* Signature of Reporting Person

Date

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

**Power of Attorney** 

See Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form

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

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James F. Albaugh The Boeing Company 100 N. Riverside Plaza, M/C 5003-1001 Chicago, IL 60606--

#### **Explanation of responses:**

(1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.

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(2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.

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