

RIDGWAY ROZANNE L

Form 4

March 11, 2003

SEC Form 4

|   |  |  |  |
|---|--|--|--|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(f) of the Investment Company Act of 1940 |  | OMB APPROVAL<br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response: . . . . 0.5   |
| 1. Name and Address of Reporting Person*<br><b>Ridgway, Rozanne L.</b><br><br>(Last) (First) (Middle)<br><b>2000 Marcey Road</b><br><br>(Street)<br><b>Arlington, VA 22207-5231</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>The Boeing Company BA</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   | 4. Statement for (Month/Year)<br><br><b>March 10, 2003</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director<br>10% Owner<br><input type="checkbox"/> Officer<br>Other<br>Officer/Other Description<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |   |  |   |   |   |
|--|--------------------------------------|---|--|---|---|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (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/D<br>  Price  |   |   |   |
| Common   | 03/10/2003                           | M   | 1,440   A<br>\$19.36   | 5,600   | D   |   |
|  |                                      |   |  |   |   |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transaction<br>Date<br><br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|---|--|--|--|---|--|--|---|--|---|---|
| <b>Option<br/>(Right to<br/>Buy)<br/>NED-0002</b>   | <b>\$19.36</b>   | <b>03/10/2003</b>                                      | <b>M  </b>   | <b>(A) 1,440</b>  | <b>(1)   04/28/2003</b>  | <b>Common -<br/>1,440</b>  | <b>\$19.36</b>  | <b>2,880</b>   | <b>D</b>  |   |
|   |  |  |  |   |  |  |   |  |   |   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations.

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

/s/ James C. Johnson, POA  
03/11/2003

\*\* Signature of Reporting Person

Date

**Rozanne L. Ridgway**

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

See Instruction 6 for procedure.

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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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**Form 4 (continued)**

**FOOTNOTE Descriptions for The Boeing Company BA**

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**Rozanne L. Ridgway**  
**2000 Marcey Road**

**Arlington, VA 22207-5231**

**Explanation of responses:**

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

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