

MCDONNELL JOHN F

Form 5

January 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MCDONNELL JOHN F

(Last) (First) (Middle)

1034 SOUTH BRENTWOOD
BLVD., SUITE 1860

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BOEING CO [BA]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20045. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 631171229

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
				Amount	(A) or (D)	Price			
Common	05/11/2004	Â	G	25,560	D	\$ 0	362,399	D	Â
Common	11/04/2004	Â	G	8,355	D	\$ 0	354,044	D	Â
Common	11/04/2004	Â	G	7,252	D	\$ 0	346,792 ⁽¹⁾	D	Â
Common	05/19/2004	Â	G ⁽²⁾	357,693	A	\$ 0	357,693	I	Family Trust 23
Common	Â	Â	Â	Â	Â	Â	170,727	I	Boeing 401(k) Plan

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Common	Â	Â	Â	Â	Â	Â	171,638	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 Trust 14
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 15
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 16
Common	Â	Â	Â	Â	Â	Â	21,700	I	Family Trust 22
Common	Â	Â	Â	Â	Â	Â	230,806	I	Family Trust 26
Common	Â	Â	Â	Â	Â	Â	244,332	I	Family Trust 27
Common	Â	Â	Â	Â	Â	Â	434,031	I	Family Trust 28
Common	Â	Â	Â	Â	Â	Â	1,059,383	I	

Family
Trust 29

Common \$ \$ \$ \$ \$ 1,000,000 I

Family
Trust 30

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

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SEC 2270
(9-02)

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

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(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

\$ X \$ \$ \$

Signatures

/s/ McDonnell,
John F.

01/14/2005

__Signature of
Reporting Person

Date

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).

- (1) Since the reporting person's last report, 1,042,954 shares previously owned indirectly through three separate grantor retained annuity trust (Family Trust 25, Family Trust 28 and Family Trust 29) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person. Additionally, 1,000,000 shares previously owned directly have been contributed to a grantor retained annuity trust (Family Trust 30) of which the reporting person is sole trustee and income beneficiary.

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- (2) Effective May 19, 2004, Anne McDonnell became a Trustee of the Family Trust #23 requiring this entity to be incorporated in the reporting persons transactions reports on Forms 4 or Form 5.

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