Edgar Filing: MCDONNELL JOHN F - Form 4

MCDONNE Form 4 April 04, 20										
FORM	4 UNITED	STATES		RITIES A			COMMISSIO		APPROVAL 3235-0287	
Check th if no lon, subject to Section 1 Form 4 of Form 5 obligation may con See Instr 1(b).	ger o 16. or Filed pur tinue.	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							January 31, 2005 average urs per 0.5	
(Print or Type)	Responses)									
MCDONNELL JOHN F Symbo			Symbol	. Issuer Name and Ticker or Trading mbol DEING CO [BA]			5. Relationship of Reporting Person(s) to Issuer			
(Mc			3. Date of Earliest Transaction (Month/Day/Year) 04/02/2007			(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Ame				(Month/Day/Year) Applicable Line _X_ Form filed			Joint/Group Filing(Check y One Reporting Person More than One Reporting			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	Perso	ons who res	or indirectly. spond to the colle tained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of SEC 14' information contained in this form are not (9-0) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Mo	Ionth/Day/Year)	(Instr. 8		Acquired (or Dispose (D) (Instr. 3, 4 and 5)	sed of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	04/02/2007		Α		367.05 (2)		(3)	(3)	Common	367.05	9

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	Х						
Signatures							
By: s/ James C. Johnson, Attorney-in-Fact	C	4/04/2007					
**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) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) Phantom stock units accrued under The Boeing Company's Deferred Compensation Plan for Directors are to be settled in The Boeing Company common stock upon the reporting person's termination of services as a director.
- (4) Includes adjustments for dividends accrued.

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.