

RIDGWAY ROZANNE L

Form 4

October 03, 2002

SEC Form 4

| | | | | |
|---|--|--|---|--|
| FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5 |
| 1. Name and Address of Reporting Person* Ridgway, Rozanne L. (Last) (First) (Middle) 2000 Marcey Road (Street) Arlington, VA 22207-5231 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol The Boeing Company BA 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for (Month/Year) October 2, 2002 5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer Other Officer/Other Description 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <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 Price | | | |
| | | | | | | |

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).

(over)
SEC 1474 (3-99)

Ridgway, Rozanne L. - October 2, 2002

Form 4 (continued)

| 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 | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable(DE) and Expiration Date(ED) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of | 11. Nature of Indirect Beneficial Ownership |

Edgar Filing: RIDGWAY ROZANNE L - Form 4

| | Derivative Security | (Month/Day/Year) | and Voluntary (V) Code (Instr.8) | Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | (Month/Day/Year) | (Instr. 3 and 4) | (Instr.5) | Owned at End of Month (Instr.4) | Derivative Security: Direct (D) or Indirect (I) | (Instr.4) |
|--------------------------------|---------------------|------------------|----------------------------------|--|------------------|---------------------|-----------|---------------------------------|---|-----------|
| | | | | | | | | | | |
| | | | | | (DE) (ED) | | | | | |
| | | | Code V | | | | | | | |
| Option (Right to Buy) NED-0011 | \$44.1270 | 04/29/2002 | A V | (A) 2,400.0000 | (1) 04/29/2012 | Common - 2,400.0000 | | 2,400.0000 | D | |
| Phantom Stock Units | 1 for 1 | 04/01/2002 | A V | (A) 110.0500 (2) | | Common - 0.0000 | | | D | |
| Phantom Stock Units | 1 for 1 | 04/01/2002 | A V | (A) 440.1900 (3) | | Common - 0.0000 | \$48.2750 | | D | |
| Phantom Stock Units | 1 for 1 | 07/01/2002 | A V | (A) 473.0600 (3) | | Common - 0.0000 | \$44.9200 | | D | |
| Phantom Stock Units | 1 for 1 | 07/01/2002 | A V | (A) 118.2700 (2) | | Common - 0.0000 | | | D | |
| Phantom Stock Units | 1 for 1 | 10/01/2002 | A V | (A) 604.8100 (3) | | Common - 604.8100 | \$35.1350 | | D | |
| Phantom Stock Units | 1 for 1 | 10/01/2002 | A V | (A) 151.2025 (2) | | Common - 151.2025 | | 17,553.3325 | D | |
| | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts By: James C. Johnson by POA

constitute Federal Criminal Violations.

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

10-02-2002

** 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.

Page 2
SEC 1474 (3-99)

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.

Ridgway, Rozanne L. - October 2, 2002

Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - October 2, 2002

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.**
- (2) Shares allocated to reporting person's Phantom Stock Unit account based on 25% match by employer to the number of stock units deferred by the reporting person.**
- (3) Phantom stock purchased by reporting person pursuant to salary deferral under the Company's Deferred Compensation Plan.**

Page 3