

SWAIN DAVID O  
Form 4  
January 17, 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><hr/> 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>Swain, David O.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>100 N. Riverside Plaza</b><br><b>M/C 5003-1001</b><br><br><div style="text-align: center;">(Street)</div> <b>Chicago, IL 60606</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 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>January 16, 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><div style="display: flex; justify-content: space-between;"> <span>_____ Director _____ 10%</span> </div> Owner<br><input checked="" type="checkbox"/> Officer _____<br><br>Other<br><br>Officer/Other Description <b><u>Executive Vice President, Chief Technology Officer</u></b><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                                            |                                                                             |                                                         |                                                       |
|                                 |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |

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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SEC 1474 (3-99)

**Swain, David O. - January 16, 2003**

**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 | 2. Conversion or Exercise | 3. Transaction Date | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable(DE) and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|---------------------|----------------|-------------------------|----------------------------------------|-----------------------------------|------------------------|------------------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|---------------------|----------------|-------------------------|----------------------------------------|-----------------------------------|------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3)                                 | Price of<br>Derivative<br>Security | (Month/<br>Day/<br>Year) | Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br>(Instr. 3,4<br>and 5) | Date(ED)<br>(Month/Day/Year)<br><br><hr/> (DE)   (ED) | Securities<br>(Instr. 3<br>and 4) | Security<br>(Instr.5) | Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | Ownership<br>(Instr.4)                             |
|--------------------------------------------|------------------------------------|--------------------------|------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------------|-----------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------|
| <b>Deferred<br/>Compensation<br/>Units</b> | <b>\$0.000</b>                     | <b>01/16/2003</b>        | <b>A I</b>                                           | <b>(A)<br/>177.73 (1)</b>                                                          |                                                       | <b>Common -<br/>0.00</b>          | <b>\$33.760</b>       |                                                          | <b>I</b>                                                                          | <b>Deferred<br/>Compensation<br/>Stock Program</b> |
| <b>Deferred<br/>Compensation<br/>Units</b> | <b>\$0.000</b>                     | <b>01/16/2003</b>        | <b>A I</b>                                           | <b>(A) 44.43<br/>(2)</b>                                                           |                                                       | <b>Common -<br/>0.00</b>          |                       | <b>65,616.21</b>                                         | <b>I</b>                                                                          | <b>Deferred<br/>Compensation<br/>Stock Program</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**  
**01-17-2003**

\*\* Signature of Reporting Person

Date

**David O. Swain**

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

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.

**Swain, David O. - January 16, 2003**

**Form 4 (continued)**

**FOOTNOTE Descriptions for The Boeing Company BA**

Form 4 - January 16, 2003

**David O. Swain**  
**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.

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