

Hill Shephard W
Form 3/A
December 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Hill Shephard W

(Last) (First) (Middle)

100 N. RIVERSIDE
PLAZA,Â M/C 5003-1001

(Street)

CHICAGO,Â ILÂ 60606

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/01/2006

3. Issuer Name **and** Ticker or Trading Symbol
BOEING CO [BA]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, Business Dev. & Strategy

5. If Amendment, Date Original
Filed(Month/Day/Year)

05/09/2006

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common

9,988.26

D

Â

Common

7,873.95

I

Career Shares

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
2002 Performance Shares ⁽¹⁾	Â ⁽²⁾	02/25/2007	Common	3,564.14	\$ ⁽³⁾	D	Â
2004 Performance Shares	Â ⁽⁴⁾	02/23/2009	Common	4,934.81	\$ ⁽³⁾	D	Â
2005 Performance Shares	Â ⁽⁵⁾	02/28/2010	Common	12,470.66	\$ ⁽³⁾	D	Â
Boeing Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common	4,844.85	\$ ⁽⁷⁾	D	Â
Deferred Compensation Units	Â ⁽⁸⁾	Â ⁽⁸⁾	Common	1,471.74	\$ ⁽⁹⁾	I	Deferred Compensation Stock Program ⁽¹⁰⁾
Stock Option (Right to Buy)	Â ⁽¹¹⁾	02/27/2016	Common	10,800	\$ 74.445	D	Â
Stock Option (Right to Buy) 93-18Q	Â ⁽¹²⁾	01/13/2007	Common	4,774	\$ 53.03	D	Â
Stock Option (Right to Buy) 93-20 & 93-21	Â ⁽¹²⁾	02/24/2007	Common	1,450	\$ 53.2188	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Shephard W 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606	Â	Â	Â SVP, Business Dev. & Strategy	Â

Signatures

By: /s/ Mark R. Pacioni as
Attorney-in-Fact

12/21/2006

 Signature of Reporting Person

____Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reduces ownership by 1,188.05 performance shares that were inadvertently included in the reporting person's original Form 3 filed on May 4, 2006; these performance shares were also included in subsequent Form 4 reports filed by the reporting person before December 5, 2006.
 - (2) 2002 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 25% at \$72.38, 40% at \$75.73, 55% at \$79.20, 75% at \$82.80, 100% at \$86.53 and 125% at \$90.39.
 - (3) Performance shares convert into common stock on a 1-for-1 basis on vesting.

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- (4) 2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.
- (5) 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
- (6) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award is granted.
- (7) Boeing Stock Units convert into common stock on a 1-for-1 basis if settled in stock.
- (8) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
- (9) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (10) The reporting person's ownership of deferred compensation units is corrected to reflect that such ownership is indirect through the Deferred Compensation Stock Program.
- (11) Options become exercisable as to 34% of the award on the 1st anniversary of the grant date (2/27/2006) and 33% of the award on each of the 2nd and 3rd anniversaries of the grant date.
- (12) Options become exercisable approximately 40% on the 1st anniversary and 30% on each of the 3rd and 5th anniversary of the grant date.

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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