ALBAUGH JAMES F
Form 4
December 09, 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*	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Albaugh, James F. (Last) (First) (Middle) **The Boeing Company** **100 N. Riverside Plaza, M/C 5003-1001** (Street) **Chicago, IL 60606--** (City) (State) (Zip)	**The Boeing Company BA** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	**December 5, 2002** 5. If Amendment, Date of Original (Month/Year)	____ Director ____ 10% Owner __X__ Officer ____ Other Officer/Other Description **Executive Vice President, President and CEO, Integrated Defense Systems** 7. Individual or Joint/Group Filing (Check Applicable Line) **X** Individual Filing _ 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 ofMonth (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).

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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)	4. Transaction Code and Voluntary (V) Code (Instr.8) Code | V	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) | (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Deferred Compensation Units	**$0.00**	**12/05/2002**	**A |**	**(A) 81.35 (1)**		**Common - 0.00**	**$33.10**		**I**	**Deferred Compensation Stock Program**
Deferred Compensation Units	**$0.00**	**12/05/2002**	**A |**	**(A) 20.34 (2)**		**Common - 0.00**		**64,579.97**	**I**	**Deferred Compensation Stock Program**

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).

By: s/ James C. Johnson, POA
12-06-2002
** Signature of Reporting Person
Date

James F. Albaugh

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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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.

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FOOTNOTE Descriptions for The Boeing Company BA

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James F. Albaugh
The Boeing Company
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.