

MCDONNELL JOHN F  
 Form 5  
 February 14, 2007

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 MCDONNELL JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1034 SOUTH BRENTWOOD BLVD., SUITE 1860

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 631171229

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common	05/08/2006	^	G	1,496	D	\$ 0	695,080	D	^
Common	05/09/2006	^	G	11,571	D	\$ 0	683,509	D	^
Common	^	^	^	^	^	^	21,700	I	Family Trust 22
Common	^	^	^	^	^	^	1,217,863	I	Family Trust 23
Common	^	^	^	^	^	^	230,806	I	Family Trust 26

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Common	Â	Â	Â	Â	Â	Â	270,452	I	Family Trust 30
Common	Â	Â	Â	Â	Â	Â	471,700	I	Family Trust 31
Common	Â	Â	Â	Â	Â	Â	750,000	I	Family Trust 32
Common	11/03/2006	Â	G	18,425	D	\$ 0	665,084	D	Â
Common	11/03/2006	Â	G	16,675	D	\$ 0	648,409	D	Â
Common	11/07/2006	Â	G	1,206	D	\$ 0	647,203	D	Â
Common	11/10/2006	Â	G	2,351	D	\$ 0	644,852	D	Â
Common	Â	Â	Â	Â	Â	Â	171,582.51	I	Boeing 401(k) Plan
Common	Â	Â	Â	Â	Â	Â	171,485	I	Family Trust 01
Common	Â	Â	Â	Â	Â	Â	29,890	I	Family Trust 02
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 03
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 04
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 05
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 06
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 07
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 08
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 09
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 10
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 11
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 12
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 13
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family

