

BOEING CO  
Form 8-K  
February 11, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**February 10, 2010**

**Date of Report (Date of earliest event reported)**

**The Boeing Company**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-442**  
**(Commission File No.)**

**91-0425694**  
**(I.R.S. Employer**

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of Incorporation)

Identification Number)

**100 N. Riverside, Chicago, IL**  
(Address of Principal Executive Offices)

**60606-1596**  
(Zip Code)

**(312) 544-2000**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 10, 2010, the Board of Directors of The Boeing Company (the *Company*) elected Susan C. Schwab, Professor, University of Maryland School of Public Policy, as a new director. Ambassador Schwab served as U. S. Trade Representative from June 2006 to January 2009 and as Deputy U.S. Trade Representative from October 2005 to June 2006. Ambassador Schwab also serves on the boards of directors of Caterpillar Inc. and FedEx Corporation.

The Board of Directors of the Company has appointed Ambassador Schwab to the Audit Committee and the Finance Committee.

Ambassador Schwab will participate in the Company's nonemployee director compensation program, which is described on pages 23-25 of the Company's proxy statement for its 2009 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 13, 2009, and which includes an annual cash retainer fee of \$100,000 and an annual grant of retainer stock units valued at \$130,000.

A copy of the Company's press release announcing the election of Ambassador Schwab is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 10, 2010, the Board of Directors approved and adopted an amendment to Article II, Section 1 of the By-Laws of The Boeing Company to increase the number of directors from eleven to twelve. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.2	By-Laws of The Boeing Company, as amended and restated on February 10, 2010
99.1	Press Release dated February 10, 2010

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**THE BOEING COMPANY**

By: /s/ Michael F. Lohr  
Michael F. Lohr  
Vice President, Corporate Secretary and Assistant  
General Counsel

Dated: February 10, 2010

**INDEX TO EXHIBITS**

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