

BOEING CO

Form 4

November 20, 2002

<b>FORM 4</b>  [ ] 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>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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  <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* <b>Bain, Douglas G.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>The Boeing Company</b> <b>P. O. Box 3707, M/C 13-08</b>  <div style="text-align: center;">(Street)</div> <b>Seattle, WA 98124</b>  <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 <b>The Boeing Company BA</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) <b>November 20, 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____ 10%</span> </div> Owner <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> _____ Officer _____</span> </div> Other  Officer/Other Description <b>Senior Vice President - General Counsel</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <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   Price			
Common	11/19/2002	M    &nbsp; V	1,700.0000   A   \$17.25	5,497.8800	D	
Common	02/25/2002	A    V	1,698.0000   A	6,409.2000	I	Career Shares

 (over)  
 SEC 1474 (3-99)

## Bain, Douglas G. - November 2002

**Form 4 (continued)**[illegible]

### Explanation of Responses :

**\*\* Intentional misstatements or omissions of facts s/James C. Johnson, POA constitute Federal Criminal Violations.**

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**November 20, 2002**

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

\*\* Signature of Reporting Person  
Date

See Instruction 6 for procedure.

**James C. Johnson, POA**  
**Douglas G. Bain**

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.

Page 2  
SEC 1474 (3-99)

**Bain, Douglas G. - November 20, 2002**

**Form 4 (continued)**

### FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - November 20, 2002

**Douglas G. Bain**  
**The Boeing Company**  
**P. O. Box 3707, M/C 13-08**  
**Seattle, WA 98124**

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**Explanation of responses:**

- (1) 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.**
- (2) Options become exercisable approximately 40% on the 1st anniversary and 30% on each of the 3rd and 5th anniversary of the grant date.**

Page 3