

BOEING CO  
Form 4  
November 20, 2002

<p align="center"><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person* <b>Bain, Douglas G.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>The Boeing Company</b> <b>P. O. Box 3707, M/C 13-08</b></p> <hr/> <p>(Street)</p> <p><b>Seattle, WA 98124</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol <b>The Boeing Company BA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year) <b>November 20, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Senior Vice President - General Counsel</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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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	1,700.0000   A   \$17.25	5,497.8800	D	
Common	02/25/2002	A	1,698.0000   A	6,409.2000	I	Career Shares
		V				

(over)  
SEC 1474 (3-99)

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**Form 4 (continued)**

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 Code (Instr.8)	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)	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)
2002 Performance Shares	\$0.00	02/25/2002	A   V	(A) 38,209.0000		Common - 38,209.0000		38,536.1700	D	
Boeing Stock Units	\$0.00	03/08/2002	A   V	(A) 3,421.8200	(1)	Common - 3,421.8200		10,153.7900	D	
Deferred Compensation Units	\$0.00	03/08/2002	A   V	(A) 1,282.9000		Common - 0.0000			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	03/08/2002	A   V	(A) 5,131.6100		Common - 0.0000		41,844.8600	I	Deferred Compensation Stock Program
Option (Right to Buy) 88-24	\$17.25	11/19/2002	M   &nbsp;	(D) 1,700.0000	(2) 02/26/2003	Common - 1,700.0000	\$17.25	2,600.0000	D	

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

\*\* Signature of Reporting Person

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

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.

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**Form 4 (continued)**

FOOTNOTE Descriptions for The Boeing Company BA

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**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.**

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