

MCGEE HARRY S III
Form 4/A
January 13, 2006

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGEE HARRY S III

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)
100 N. RIVERSIDE PLAZA, M/C
5003-1001

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2005

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

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (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 or Price					
Common	12/19/2005		M		1,926.99 (1)	A	\$ 0	10,405.79	D	
Common	12/19/2005		F		567.99 (2)	D	\$ 69.97	9,837.8	D	
Common								2,400.99	I	Boeing 401(k) Plan
Common								2,765.37	I	Career Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

