

Hill Shephard W
Form 3/A
March 20, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Hill Shephard W		(Month/Day/Year)	BOEING CO [BA]	
(Last)	(First)	05/01/2006		
100 N. RIVERSIDE PLAZA, M/C 5003-1001			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	12/21/2006
CHICAGO, IL 60606			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			SVP, Business Dev. & Strategy	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	9,988.26	D	
Common	4,125.11	I	By 401(k) ⁽¹⁾
Common	7,873.95	I	Career Shares

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
2002 Performance Shares	Â (2)	02/25/2007	Common	3,564.14	\$ (3)	D	Â
2004 Performance Shares	Â (4)	02/23/2009	Common	4,934.81	\$ (3)	D	Â
2005 Performance Shares (5)	Â (6)	02/28/2010	Common	10,269.95	\$ (3)	D	Â
Boeing Stock Units	Â (7)	Â (7)	Common	4,844.85	\$ (8)	D	Â
Deferred Compensation Units	Â (9)	Â (9)	Common	1,471.74	\$ (10)	I	Deferred Compensation Stock Program
Stock Option (Right to Buy)	Â (11)	02/27/2016	Common	10,800	\$ 74.445	D	Â
Stock Option (Right to Buy) 93-18Q	Â (12)	01/13/2007	Common	4,774	\$ 53.03	D	Â
Stock Option (Right to Buy) 93-20 & 93-21	Â (12)	02/24/2007	Common	1,450	\$ 53.2188	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Shephard W 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606	Â	Â	Â SVP, Business Dev. & Strategy	Â

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 03/20/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects ownership in 401(k) account which was inadvertently omitted from original Form 3 and subsequent Form 4 reports.
- (2) 2002 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 25% at \$72.38, 40% at \$75.73, 55% at \$79.20, 75% at \$82.80, 100% at \$86.53 and 125% at \$90.39.
- (3) Performance shares convert into common stock on a 1-for-1 basis on vesting.

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- (4) 2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.
- (5) Reduces ownership by 2,200.71 performance shares that were inadvertently included in the reporting person's original Form 3 filed on May 4, 2006; these performance shares were also included in a subsequent Form 4 report filed by the reporting person on May 12, 2006.
- (6) 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
- (7) BSUs vest and are payable in cash or stock three years after the award is granted.
- (8) Boeing Stock Units (BSUs) convert into common stock on a 1-for-1 basis if settled in stock. BSUs are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (9) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
- (10) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (11) Options become exercisable as to 34% of the award on the 1st anniversary of the grant date (2/27/2006) and 33% of the award on each of the 2nd and 3rd anniversaries of the grant date.
- (12) Options become exercisable approximately 40% on the 1st anniversary and 30% on each of the 3rd and 5th anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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