

BOEING CO  
Form 8-K  
April 28, 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**

**April 26, 2010**

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

**The Boeing Company**

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File No.)

(I.R.S. Employer  
Identification Number)

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

**(312) 544-2000**

**60606-1596**  
(Zip Code)

(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 5.07. Submission of Matters to a Vote of Security Holders**

The Boeing Company (the Company) held its Annual Meeting of Shareholders on April 26, 2010. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>1. Election of Directors:</b>				
John H. Biggs	528,524,009	14,785,897	5,669,531	88,629,987
John E. Bryson	502,188,759	41,202,274	5,588,404	88,629,987
David L. Calhoun	530,298,713	13,042,613	5,638,111	88,629,987
Arthur D. Collins, Jr.	532,513,836	10,630,203	5,835,399	88,629,987
Linda Z. Cook	532,784,359	10,669,149	5,525,930	88,629,987
William M. Daley	527,255,137	15,946,509	5,777,792	88,629,987
Kenneth M. Duberstein	519,527,050	23,914,731	5,537,657	88,629,987
Edmund P. Giambastiani, Jr.	533,303,349	10,112,912	5,563,177	88,629,987
John F. McDonnell	524,241,603	20,327,040	4,410,794	88,629,987
W. James McNerney, Jr.	522,810,693	21,759,567	4,409,177	88,629,987
Susan C. Schwab	532,386,812	11,451,843	5,140,783	88,629,987
Mike S. Zafirovski	531,229,514	11,835,626	5,914,298	88,629,987
<b>2. Ratification of the appointment of Deloitte &amp; Touche LLP as independent auditor for 2010</b>	<b>622,575,659</b>	<b>10,653,009</b>	<b>4,380,756</b>	
<b>3. Shareholder proposal relating to ethical criteria for military contracts</b>	<b>30,745,487</b>	<b>438,004,351</b>	<b>80,229,599</b>	<b>88,629,987</b>
<b>4. Shareholder proposal relating to shareholder advisory vote on named executive officer compensation</b>	<b>172,351,852</b>	<b>359,637,490</b>	<b>16,990,097</b>	<b>88,629,987</b>
<b>5. Shareholder proposal relating to change in ownership threshold to call special meetings</b>	<b>168,004,752</b>	<b>373,708,561</b>	<b>7,266,125</b>	<b>88,629,987</b>
<b>6. Shareholder proposal relating to independent chairman</b>	<b>157,093,138</b>	<b>382,180,518</b>	<b>9,705,782</b>	<b>88,629,987</b>
<b>7. Shareholder proposal relating to report on political contributions</b>	<b>111,585,267</b>	<b>356,346,966</b>	<b>81,047,205</b>	<b>88,629,987</b>

**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: April 28, 2010