Hill Shephard W Form 4 February 27, 2012

| February 2 | 7, 2012 | | | | | | | | | | | |
|--|--|--|--|---|-----------------|---|---|---|--|---|--|--|
| FORM UNITED STATES SECURITIES AND EXCHANGE | | | | | | - | OMB APPRO DMB Number: 323 | OVAL 35-0287 | | | | |
| 4 | COMMI Washington, | | | | SION | | | ' | Expires: January 31 | | | |
| Check box if r longer to Secti | IGES IN BENEFICIAL OWNERSI F SECURITIES | | | | | Estimated avera ourden hours po esponse | • | | | | | |
| Form 5 obligate may co See Instruct 1(b). | ions Section | nrsuant to Sen 17(a) of the Section 30 | ne Public | Utility H | olding Cor | npan | y Act of | 1935 or | | | | |
| (Print or Typ | e Responses) | | | | | | | | | | | |
| * | Address of Repo | orting Person | 2. Issuer Symbol | Name and | Ticker or Tra | ading | 5. Rela Issuer | tionship of R | Reporting Person | (s) to | | |
| Hill Shephard W BOE | | | | OEING CO [BA] | | | | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | Director 10% Owner X Officer (give Other (specify | | | | | |
| 5003-1001 | VERSIDE PL I | AZA, M/C | 02/23/20 | 012 | | | title bel | ow) | below) ent, Boeing Int'l | .cny | | |
| CHICAGO | (Street) O, IL 60606 | | | ndment, Da h/Day/Year) | _ | | Applica _X_ For | ble Line) rm filed by On | nt/Group Filing(Control of the Reporting Person re than One Report | 1 | | |
| (City) | (State) | (Zip) | Table I - | Non-Deriv | vative Secur | ities A | | Disposed of, | or Beneficially (| Owned | | |
| 1.Title of Security (Instr. 3) | any | | on Date, if | 3. 4. Securities Acqui Transactio p r Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | | 5. Amount Securities Beneficially Owned Following Reported | Ownership y Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction (Instr. 3 and | | | | |
| Common Stock | 02/23/2012 | | | F | 6,597.75 (1) | D | \$ 75.845 | 50,032.78 | 3 D | | | |
| Common Stock | | | | | | | | 4,933.37 | I | By 401(k) | | |
| Common Stock | | | | | | | | 9,061.54 | I | Career Shares | | |
| Reminder: R indirectly. | eport on a separa | te line for each | h class of se | curities bei | neficially own | ned di | rectly or | | | | | |
| | | | | | | | who respo | ond to | SEC 1474 | | | |

the collection of

information contained in this form are not required to respond unless the (9-02)

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form displays a currently valid OMB control number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|-------------------|---------------|-------------|---------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | o i Number | Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) |
| | Derivative | | | | Securities | 1 | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | • | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | D . | D | | or | |
| | | | | | | Date | Expiration | Title N | Number | |
| | | | | | | Exercisable | Date | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

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

SVP, President, Boeing Int'l

Signatures

/s/ Rebecca W. Bukolt, Attorney-in-Fact

02/27/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Shares withheld for payment of taxes on vesting of restricted stock units; not an open market transaction.

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