

MCDONNELL JOHN F
 Form 5
 January 14, 2005

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MCDONNELL JOHN F
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 BOEING CO [BA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1034 SOUTH BRENTWOOD BLVD., SUITE 1860
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

ST. LOUIS, MO 631171229
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common	05/11/2004	^	G	25,560 D \$ 0	362,399	D	^
Common	11/04/2004	^	G	8,355 D \$ 0	354,044	D	^
Common	11/04/2004	^	G	7,252 D \$ 0	346,792 ⁽¹⁾	D	^
Common	05/19/2004	^	G ⁽²⁾	357,693 A \$ 0	357,693	I	Family Trust 23
Common	^	^	^	^ ^ ^	170,727	I	Boeing 401(k) Plan

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Common	Â	Â	Â	Â	Â	Â	171,638	I	Family Trust 01
Common	Â	Â	Â	Â	Â	Â	29,890	I	Family Trust 02
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 03
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 04
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 05
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 06
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 07
Common	Â	Â	Â	Â	Â	Â	58,699	I	Family Trust 08
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 09
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 10
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 11
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 12
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 13
Common	Â	Â	Â	Â	Â	Â	27,798	I	Family Trust 14
Common	Â	Â	Â	Â	Â	Â	55,207	I	Family Trust 15
Common	Â	Â	Â	Â	Â	Â	56,790	I	Family Trust 16
Common	Â	Â	Â	Â	Â	Â	21,700	I	Family Trust 22
Common	Â	Â	Â	Â	Â	Â	230,806	I	Family Trust 26
Common	Â	Â	Â	Â	Â	Â	244,332	I	Family Trust 27
Common	Â	Â	Â	Â	Â	Â	434,031	I	Family Trust 28
Common	Â	Â	Â	Â	Â	Â	1,059,383	I	

Common	Â	Â	Â	Â	Â	Â	1,000,000	I	Family Trust 29
									Family Trust 30

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

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SEC 2270 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONNELL JOHN F
1034 SOUTH BRENTWOOD BLVD.
SUITE 1860
ST. LOUIS, MO 631171229

Â X Â Â Â

Signatures

/s/ McDonnell,
John F.

01/14/2005

**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) Since the reporting person's last report, 1,042,954 shares previously owned indirectly through three separate grantor retained annuity trust (Family Trust 25, Family Trust 28 and Family Trust 29) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person. Additionally, 1,000,000 shares previously owned directly have been contributed to a grantor retained annuity trust (Family Trust 30) of which the reporting person is sole trustee and income beneficiary.

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- (2) Effective May 19, 2004, Anne McDonnell became a Trustee of the Family Trust #23 requiring this entity to be incorporated in the reporting persons transactions reports on Forms 4 or Form 5.

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