

BOEING CO  
Form 8-K  
October 29, 2009

**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**

October 25, 2009

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

**The Boeing Company**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-442**  
**(Commission File No.)**

**91-0425694**  
**(I.R.S. Employer)**

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of Incorporation)

Identification Number)

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

**60606-1596**  
(Zip Code)

**(312) 544-2000**

(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At its scheduled meeting on October 25, 2009, the Compensation Committee of the Board of Directors of The Boeing Company (the *Company*) approved an amendment to the restricted stock unit grant effective June 22, 2009 (the *Amended Award*) to James A. Bell, Executive Vice President, Corporate President and Chief Financial Officer. The amendment reduces the restricted stock units to 42,000 and changes the vesting date of the original award. The Amended Award is effective October 26, 2009.

The Amended Award was made under the Company's 2003 Incentive Stock Plan (the *2003 Plan*) and is subject to the terms and conditions of the 2003 Plan. The Amended Award will vest 100% and settle in common stock (on a one-for-one basis) on December 31, 2011 and is subject to other terms contained in the Amended Form of Notice of Terms of Restricted Stock Units listed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amended Form of Notice of Terms of Restricted Stock Units.

**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: October 29, 2009

**INDEX TO EXHIBITS**

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