

BOEING CO  
Form 8-K  
February 29, 2012

**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**

**February 27, 2012**

**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))

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

On February 27, 2012, the Compensation Committee of the Board of Directors of The Boeing Company (the Company ) approved a grant of 40,000 restricted stock units (the Award ) to J. Michael Luttig, the Company s Executive Vice President and General Counsel. The Award was granted in recognition of Mr. Luttig s performance and as a retention vehicle. The Award will vest 100% and settle in shares of the Company s common stock on a one-for-one basis on February 27, 2016, which is the fourth anniversary of the grant date. The Award was made under the Company s 2003 Incentive Stock Plan, as amended and restated (the 2003 Plan ), and is subject to the terms and conditions set forth in the 2003 Plan and the Form of Notice of Terms of Restricted Stock Units, a copy of which is included as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
10.1	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, Assistant General Counsel

and Corporate Secretary  
Dated: February 29, 2012

**INDEX TO EXHIBITS**

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