

BOEING CO  
Form 8-K  
November 10, 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**

**November 9, 2009**

**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 8.01. Other Events.**

On November 9, 2009, The Boeing Company contributed 29,211,295 shares of its common stock to The Boeing Company Employee Retirement Plans Master Trust. The contributed shares have an estimated value of \$1.5 billion. Evercore Trust Company, N.A. has been appointed as an independent investment manager to make investment decisions with respect to the contributed shares.

**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: November 10, 2009