

BOEING CO  
Form FWP  
February 19, 2015

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-179808

Issuer Free Writing Prospectus, dated February 18, 2015

**\$250,000,000 2.500% Senior Notes due 2025**

*Summary of Final Terms*

*Dated February 18, 2015*

Issuer	The Boeing Company
Principal Amount	\$250,000,000
Trade Date	February 18, 2015
Settlement Date (T+2)	February 20, 2015
Maturity Date	March 1, 2025
Treasury Benchmark	2.000% due February 15, 2025
Treasury Price / Yield	98-27+ / 2.127%
Spread to Treasury	+65 bps
Reoffer Yield	2.777%
Price to Public <sup>1</sup>	97.589%
Gross Fee Spread	0.450%
Coupon (Interest Rate)	2.500%
Interest Payment Dates	March 1 and September 1
First Interest Payment Date	September 1, 2015
Call Provision	MWC @ T + 10 bps at any time prior to December 1, 2024 (3 months prior to maturity); par call at any time on or after December 1, 2024
CUSIP / ISIN	097023BJ3 /US097023BJ31
Joint Book-Running Managers	J.P. Morgan Securities LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc. BNP Paribas Securities Corp. Mizuho Securities USA Inc.

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Senior Co-Managers

RBS Securities Inc.

Barclays Capital Inc.

BBVA Securities Inc.

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Goldman, Sachs & Co.

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mitsubishi UFJ Securities (USA), Inc.

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

Santander Investment Securities Inc.

SG Americas Securities, LLC

Co-Managers

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

ANZ Securities, Inc.

Banca IMI S.p.A. <sup>2</sup>

BNY Mellon Capital Markets, LLC

Commerz Markets LLC

Lebenthal & Co., LLC

Loop Capital Markets LLC

Standard Chartered Bank <sup>2</sup>

SunTrust Robinson Humphrey, Inc.

The Williams Capital Group, L.P.

Junior Co-Managers

CastleOak Securities, L.P.

Divine Capital Markets LLC

Siebert Brandford Shank & Co., L.L.C.

Notes:

1 Plus accrued interest, if any, from February 20, 2015.

2 Neither Banca IMI S.p.A. nor Standard Chartered Bank will effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC at 1-212-834-4533 (collect), Citigroup Global Markets Inc. toll-free at 1-800-831-9146, or Deutsche Bank Securities Inc. toll-free at 1-800-503-4611.

**\$250,000,000 3.300% Senior Notes due 2035**

*Summary of Final Terms*

*Dated February 18, 2015*

Issuer	The Boeing Company
Principal Amount	\$250,000,000
Trade Date	February 18, 2015
Settlement Date (T+2)	February 20, 2015
Maturity Date	March 1, 2035
Treasury Benchmark	3.000% due November 15, 2044
Treasury Price / Yield	105-31+ / 2.706%
Spread to Treasury	+80 bps
Reoffer Yield	3.506%
Price to Public <sup>1</sup>	97.052%
Gross Fee Spread	0.750%
Coupon (Interest Rate)	3.300%
Interest Payment Dates	March 1 and September 1
First Interest Payment Date	September 1, 2015
Call Provision	MWC @ T + 15 bps at any time prior to September 1, 2034 (6 months prior to maturity); par call at any time on or after September 1, 2034
CUSIP / ISIN	097023BK0 / US097023BK04
Joint Book-Running Managers	J.P. Morgan Securities LLC Credit Suisse Securities (USA) LLC Goldman, Sachs & Co. RBC Capital Markets, LLC SMBC Nikko Securities America, Inc. U.S. Bancorp Investments, Inc.
Senior Co-Managers	Barclays Capital Inc. BBVA Securities Inc. BNP Paribas Securities Corp.

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Citigroup Global Markets Inc.

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

Morgan Stanley & Co. LLC

RBS Securities Inc.

	Santander Investment Securities Inc.
	SG Americas Securities, LLC
	Wells Fargo Securities, LLC
Co-Managers	ANZ Securities, Inc.
	Banca IMI S.p.A. <sup>2</sup>
	BNY Mellon Capital Markets, LLC
	Commerz Markets LLC
	Lebenthal & Co., LLC
	Loop Capital Markets LLC
	Standard Chartered Bank <sup>2</sup>
	SunTrust Robinson Humphrey, Inc.
	The Williams Capital Group, L.P.
Junior Co-Managers	Academy Securities, Inc.
	Apto Partners, LLC
	Great Pacific Securities
	Telsey Advisory Group LLC

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**\$250,000,000 3.500% Senior Notes due 2045**

*Summary of Final Terms*

*Dated February 18, 2015*

Issuer	The Boeing Company
Rating (Moody's, S&P, Fitch)	A2 / A / A (stable/stable/stable)
Principal Amount	\$250,000,000
Trade Date	February 18, 2015
Settlement Date (T+2)	February 20, 2015
Maturity Date	March 1, 2045
Treasury Benchmark	3.000% due November 15, 2044
Treasury Price / Yield	105-31+ / 2.706%
Spread to Treasury	+100 bps
Reoffer Yield	3.706%
Price to Public <sup>1</sup>	96.286%
Gross Fee Spread	0.875%
Coupon (Interest Rate)	3.500%
Interest Payment Dates	March 1 and September 1
First Interest Payment Date	September 1, 2015
Call Provision	MWC @ T + 15 bps at any time prior to September 1, 2044 (6 months prior to maturity); par call at any time on or after September 1, 2044
CUSIP / ISIN	097023BL8 / US097023BL86
Joint Book-Running Managers	J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC Barclays Capital Inc. Mitsubishi UFJ Securities (USA), Inc. Wells Fargo Securities, LLC

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Senior Co-Managers

BBVA Securities Inc.

BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Lloyds Securities Inc.

Mizuho Securities USA Inc.



	RBC Capital Markets, LLC
	RBS Securities Inc.
	Santander Investment Securities Inc.
	SG Americas Securities, LLC
	SMBC Nikko Securities America, Inc.
	U.S. Bancorp Investments, Inc.
Co-Managers	ANZ Securities, Inc.
	Banca IMI S.p.A. <sup>2</sup>
	BNY Mellon Capital Markets, LLC
	Commerz Markets LLC
	Lebenthal & Co., LLC
	Loop Capital Markets LLC
	Standard Chartered Bank <sup>2</sup>
	SunTrust Robinson Humphrey, Inc.
	The Williams Capital Group, L.P.
Junior Co-Managers	Blaylock Beal Van, LLC
	Drexel Hamilton, LLC
	Mischler Financial Group, Inc.
	Samuel A. Ramirez & Company, Inc.

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toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at 1-866-603-5847.