

BOEING CO
Form SC 13G/A
June 10, 2009

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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)***

BOEING CO

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

097023105

(CUSIP Number)

May 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- Rule 13d – 1(b)
- Rule 13d – 1(c)
- Rule 13d – 1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*.)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America Corporation 56-0906609

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 8 SHARED DISPOSITIVE POWER WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*Less than 5% (closing filing)

12 TYPE OF REPORTING PERSON (See Instructions)

HC

*Effective May 1, 2009, Bank of America Corporation (BAC) completed the sale of its Special Fiduciary Services (SFS) business to Evercore Partners (Evercore), at which time Evercore became the successor trustee of certain trusts administered by SFS. A portion of the shares reported by BAC on Schedule 13G for Boeing Co. were beneficially owned prior to May 1, 2009 by BAC as a result of SFS acting in its capacity as a trustee over certain shares of Boeing Co. In connection with the sale, from May 1 until May 29, 2009, BAC provided certain transitional services to Evercore as its agent with regard to the SFS accounts (the Accounts), as a result of which BAC may be deemed for Section 13 purposes to have had dispositive power over the shares of Boeing Co. during that time. After May 29, 2009, BAC ceased to provide those services to Evercore with respect to the Accounts, including the shares of Boeing Co. Evercore held as trustee.

Item 1(a). Name of Issuer:

BOEING CO

Item 1(b). Address of Issuer's Principal Executive Offices:

100 N RIVERSIDE PLZ
CHICAGO, IL 60606

Item 2(a). Name of Person Filing:

Bank of America Corporation

Item 2(b). Address of Principal Business Office or, if None, Residence:

100 North Tryon Street, Floor 25

Bank of America Corporate Center

Charlotte, NC 28255

Item 2(c). Citizenship:

Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

097023105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),

Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership or More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 10, 2009

Bank of America Corporation

By: /s/ Debra Cho

Debra Cho

Senior Vice President