

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<br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.<br>BNP Paribas Securities Corp.<br>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<br>Credit Suisse Securities (USA) LLC<br>Goldman, Sachs & Co.<br>RBC Capital Markets, LLC<br>SMBC Nikko Securities America, Inc.<br>U.S. Bancorp Investments, Inc. |
| Senior Co-Managers           | Barclays Capital Inc.<br>BBVA Securities Inc.<br>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.

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|                    |                                      |
|--------------------|--------------------------------------|
|                    | 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            |

Notes:

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

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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), Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037 or Goldman, Sachs & Co. at 1-201-793-5170.

**\$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<br>(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<br>Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>Morgan Stanley & Co. LLC<br>Barclays Capital Inc.<br>Mitsubishi UFJ Securities (USA), Inc.<br>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.    |

Notes:

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