

COMPANY

000060

6

OFFICE OF THE GENERAL COUNSEL
POST OFFICE BOX 3707
MAIL STOP 13-08
SEATTLE, WASHINGTON 98124-2207
TELEPHONE (206) 655-6000
FACSIMILE (206) 764-8400
TELEX (206) 764-6986 STA 1308

NOV 9 1987
CORPORATION FINANCE

HEATHER HOWARD
Senior Attorney

October 28, 1987

Direct Dial (206) 655-7531

PUBLIC AVAILABILITY DATE: 11-30-87

ACT	SECTION	RULE
1934	14(a)	14a- 8

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
Branch Number 12
450 - 5th Street N.W.
Suite 7029, Stop: 7-2
Washington, D.C. 20549

NOV 4 1987
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Re: Stockholder Proposal submitted to
The Boeing Company by Mr. Ken Wood

Gentlemen and Ladies:

On October 21, 1987 The Boeing Company (the "Company") received from Mr. Ken Wood a letter dated October 11, 1987 containing a proposal and statement for inclusion in the Company's 1988 proxy and proxy statement. The proposal requests that certain Westcoast Aerospace Companies, including the Company, form an "interindustry" committee to devise a workable plan "to provide skilled aerospace professionals a measure of relief from the cyclical vicissitudes of their calling." The plan would provide for "portable pensions, accrued vacation rights and reasonable job security."

Pursuant to Rule 14a-8(d), the Company hereby notifies the Commission that it intends to omit Mr. Wood's proposal from its 1988 proxy materials. We are, at this time, also informing Mr. Wood of this intention. Submitted with this letter is a copy of the Company's letter to Mr. Wood informing him of the Company's intention to omit the proposal.

Mr. Wood submitted comparable proposals to the Company for inclusion in its 1984, 1985, 1986 and 1987 proxy materials. Those proposals were omitted. The first was omitted on the ground that Mr. Wood was not eligible to have the proposal included, pursuant to Rule 14a-8(1)(1)(i); the others were omitted on the basis that Rule 14a-8(c)(7) permits omission. The staff took a "no action" position to each omission -- the most recent by letter dated November 6, 1986.

0943J

Office of Chief Counsel
October 28, 1987
Page 2

The staff also took a "no action" position with respect to counterpart proposals to other companies in the aerospace industry. In the past twelve months those "no action" letters include the following:

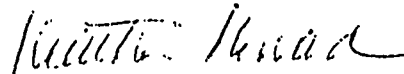
General Dynamics Corporation	February 27, 1987
Lockheed Corporation	January 9, 1987
GenCorp	January 7, 1987
Northrop Corporation	November 28, 1986

The reason supporting the "no action" positions in the letters cited is equally applicable to the current proposal. Rule 14a-8(c)(7) permits the omission of proposals related to the ordinary business operations of an issuer. While the formation of an intraindustry committee is not an ordinary business matter, the matters to be studied by the committee are ordinary business matters. The Commission stated in Release No. 34-29001 that if the subject to be studied by a committee constitutes an ordinary business matter, a proposal to establish such a committee will fall within the provisions of Rule 14a-8(c)(7).

It is clear that subjects raised by Mr. Wood's proposal are, for purposes of Rule 14a-8(c)(7), matters related to the ordinary business operations of the Company -- including employee relations, compensation, payment of pensions, and other employee benefits.

The staff has had occasion to examine Mr. Wood's proposals on numerous prior occasions and has stated in each case that they relate to ordinary business matters eligible for omission by an issuer from its proxy materials. The Company hereby respectfully requests that the Division confirm that it will not recommend any enforcement action to the Commission if the Company omits Mr. Wood's proposal from its 1988 proxy materials.

Very truly yours,



Heather Howard
Senior Attorney

Enclosures

cc: Mr. Ken Wood

0943J

000062

OCT 21 1987

The Boeing Corporation
P.O. Box 3707
Seattle, Wn 98124

October 11, 1987

Dear Sirs:

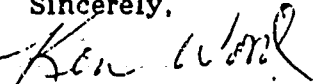
As a stockholder of over \$1000 worth of stock in our company for several years, I am enclosing an entry for our 1987 proxy solicitation material. This entry is very similar to ones made in previous years. As each year goes by I am more and more convinced that the Westcoast Aerospace community must solve the perplexing problem addressed in this proposal.

The gist of the problem is the fluid character of employment in our industry. Were we employing day laborers, we could in good conscience treat them as we do. However our professional people devote years of study to their various aerospace careers. We need to encourage them to do so and good practice dictates that we provide them with reasonable job security.

Providing protection for highly trained professionals can be done with little trouble and will enhance the climate so necessary to attract and hold these skilled workers. No one can deny our industry loses dedicated men and women every year due to the uncertainty of their aerospace professional careers.

We can end the needless disruption of lives and production with an interindustry effort. Numerous congressmen have made commitments to assist in any legislation required to accomplish the objective of the enclosed stockholder's proposal. There are no obstacles that cannot be overcome if we put our hearts and minds to the task.

Sincerely,



Ken Wood
150 Cordova Walk
Long Beach, CA 90803
213-438-6985

1987 PROXY SOLICITATION -STOCKHOLDER'S PROPOSAL

A situation of great concern to the Westcoast Aerospace community exists. There is a cyclic phenomenon which causes the various companies and their employees to suffer periodic dislocations. These dislocations affect the efficiency and morale of the professional staffs as well as the profits of the companies.

The competition for government contracts and the attendant risks is healthy for our industry and for our country. Our community has established standards which have led the world. We are regarded as the fountainhead of progress within the aerospace orbit. This proposal to alleviate the suffering caused by periodic dislocations does not encompass lessening our competitive spirit.

It is hereby proposed that an interindustry committee be formed by the following major Westcoast Aerospace companies;

Boeing	McDonnell Douglas
GenCorp-Aerojet	Northrup
General Dynamics-Convair	Rockwell International
General Motors-Hughes	Rohr Industries
Lockheed	

It is further proposed that this committee join with the Council of Engineers and Scientists Organizations to devise a workable plan to provide skilled aerospace professionals a measure of relief from the cyclical vicissitudes of their calling. This plan shall provide for portable pensions, accrued vacation rights and reasonable job security.

This is a bona fide stockholder's proposal and is being presented to each of the nine listed companies. The adoption of the measures proposed within will result in increased dedication by the professional staffs and will bring higher efficiencies and lower costs to the industry.

THE BOEING COMPANY

000064

OFFICE OF THE GENERAL COUNSEL
POST OFFICE BOX 3707
MAIL STOP 13-08
SEATTLE, WASHINGTON 98124-2207
TELEPHONE (206) 655-6000
FACSIMILE (206) 764-8400
TELEX (206) 764-6986 STA 1308

HEATHER HOWARD
Senior Attorney

October 28, 1987

Direct Dial (206) 655-7531

Mr. Ken Wood
150 Cordova Walk
Long Beach, CA. 90803

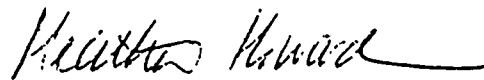
Re: Proposal for Inclusion in 1988 Proxy Materials

Dear Mr. Wood:

Your proposal for inclusion in the Company's 1988 proxy materials, sent under cover of your letter dated October 11, 1987, was received by the Company on October 21, 1987.

Pursuant to Rule 14a-8(d) under the Securities Exchange Act of 1934, as amended, the Company hereby notifies you that it intends to omit your proposal from its 1988 proxy materials. At the same time, we are informing the Securities and Exchange Commission of our intention to omit this proposal and have indicated to them our reasons for deeming the omission of this proposal from our 1988 proxy materials to be proper. A copy of the Company's letter to the SEC is attached.

Very truly yours,



Heather Howard
Senior Attorney

Attachment

cc: Securities and Exchange Commission
Office of the Chief Counsel

0942J

November 30, 1987

000065

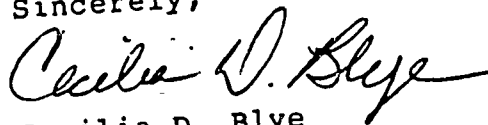
RESPONSE OF THE OFFICE OF CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE

Re: The Boeing Company (the "Company")
Incoming letter dated October 28, 1987

The proposal relates to the formation of an interindustry committee to devise a plan for pensions, vacation rights and job security.

There appears to be some basis for your view that the proposal may be omitted from the Company's proxy material under Rule 14a-8(c)(7), since it appears to deal with a matter relating to the conduct of the Company's ordinary business operations (i.e., employee compensation and employee benefits). Under the circumstances, this Division will not recommend any enforcement action to the Commission if the Company omits the subject proposal from its proxy material.

Sincerely,



Cecilia D. Blye
Special Counsel