

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

**BOEING CAPITAL CORP**

CIK: **711513** | IRS No.: **952564584** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **033-31419** | Film No.: **98669552**  
SIC: **6172** Finance lessors

Mailing Address

*P O BOX 580  
6TH FL  
LONG BEACH CA 90801-0580*

Business Address

*4060 LAKEWOOD BLVD.  
6TH FLOOR, DOUGLAS CNTR  
LONG BEACH CA 90808-1700  
562-627-3000*

PRICING SUPPLEMENT NO. 5 DATED  
July 13, 1998 TO PROSPECTUS  
DATED OCTOBER 31, 1997 AND PROSPECTUS  
SUPPLEMENT DATED OCTOBER 31, 1997

BOEING CAPITAL CORPORATION

Series X Medium-Term Notes  
Due Nine Months or More From Date of Issue

Except as set forth herein, the Series X Medium-Term Notes offered hereby (the "Notes") have such terms as are described in the accompanying Prospectus dated October 31, 1997, as amended and supplemented by the Prospectus Supplement dated October 31, 1997 (the "Prospectus").

Aggregate Principal Amount: \$20,000,000

Issue Price: 100% of Principal Amount

Original Issue Date  
(Settlement Date): July 16, 1998

Stated Maturity Date: May 17, 1999

Interest Rate: 5.73%

Interest Payment Dates: March 15 and September 15 commencing  
September 15, 1998

Type of Notes Issued:  Senior Notes  Fixed Rate Notes  
 Subordinated Notes  Floating Rate Notes

Optional Redemption:  Yes  
 No

Form of Notes Issued:  Book-Entry Notes  
 Certificated Notes

CUSIP Number: 09700WAQ6

PURCHASE AS AGENT

This Pricing Supplement relates to \$20,000,000 aggregate principal amount of Notes that are being sold through Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") as Agent. Net proceeds payable by Merrill

Lynch to Boeing Capital Corporation (the "Company") will be 99.978% of the aggregate principal amount of the Notes, or \$19,995,600 before deduction of expenses payable by the Company. In connection with the sale of the Notes, Merrill Lynch will be paid a commission by the Company in the amount of .022% or \$4,400.