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BOEING CO										
Form 4 April 05, 2006										
•	l								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction StateMent OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Estimated burden hou response	Estimated average burden hours per response 0.5	
1(b).										
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> RIDGWAY ROZANNE L			Symbol	er Name an		Trading	5. Relationship of Reporting Person(s) to Issuer			
				IG CO [B	-		(Check all applicable)			
(Last) (First) (Middle) 2000 MARCEY ROAD			3. Date of Earliest Transaction (Month/Day/Year) 04/03/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
ARLINGTON,	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
	(State)	(Zip)					Person			
		-					Acquired, Disposed			
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	04/03/2006	А		620.47 (2)		(3)	(3)	Common	620.47

Reporting Owners

Reporting Owner Name / Address	Relationships						
i o	Director	10% Owner	Officer	Other			
RIDGWAY ROZANNE L 2000 MARCEY ROAD ARLINGTON, VA 222075231	Х						
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		04/04/2006					

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (2) Phantom Stock Units acquired in lieu of director cash compensation.
- (3) Phantom stock units accrued under The Boeing Company's Deferred Compensation Plan for Directors are to be settled in The Boeing Company common stock upon the reporting person's termination of services as a director.
- (4) Includes adjustments for dividends accrued.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.