

DUCOMMUN INC /DE/

Form 4

August 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEISER JAMES S

(Last) (First) (Middle)

**DUCOMMUN
INCORPORATED, 23301
WILMINGTON AVE.**

(Street)

CARSON, CA 90745-6209

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DUCOMMUN INC /DE/ [DCO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/09/2013		M		2,500	A \$ 18.23	15,216	D	
Common Stock	08/09/2013		F		2,109	D \$ 26.94	13,107	D	
Common Stock	08/09/2013		M		8,250	A \$ 18.04	21,357	D	
Common Stock	08/09/2013		F		6,931	D \$ 26.94	14,426	D	
Common Stock	08/09/2013		M		3,750	A \$ 9.81	18,176	D	

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Common Stock 08/09/2013 F 2,596 D \$ 26.94 15,580 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy ⁽¹⁾	\$ 18.23	08/09/2013		M		2,500		06/29/2013 ⁽²⁾	06/28/2016	Common Stock	2,500
Option - Right to Buy ⁽¹⁾	\$ 18.04	08/09/2013		M		8,250		06/23/2011 ⁽³⁾	06/22/2017	Common Stock	8,250
Option - Right to Buy ⁽¹⁾	\$ 9.81	08/09/2013		M		3,750		07/01/2013 ⁽⁴⁾	06/30/2019	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEISER JAMES S DUCOMMUN INCORPORATED 23301 WILMINGTON AVE. CARSON, CA 90745-6209	VP and General Counsel

Signatures

/s/ James S. Heiser 08/12/2013

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) The option represents the right to purchase common stock granted under the Ducommun Incorporated Employee Stock Option Plans, which are Rule 16b-3 plans.
- (2) The option vested on June 29, 2013.
- (3) The option vested or will vest as to 2,750 shares on each of June 23, 2011, June 23, 2012, June 23, 2013 and June 23, 2014.
- (4) The option vested or will vest as to 3,750 shares on each of July 1, 2013, July 1, 2014, July 1, 2015 and July 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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