

DUCOMMUN INC /DE/
Form 8-K
February 05, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 2, 2009

DUCOMMUN INCORPORATED

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-08174 | 95-0693330 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

23301 Wilmington Avenue, Carson, California
(Address of principal executive offices)

90745-6209
(Zip Code)

Registrant's telephone number, including area code (310) 513-7280

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 2, 2009, Jay L. Haberland was elected to the Board of Directors of Ducommun Incorporated (the Company).

(e) On February 2, 2009, the Compensation Committee of the Board of Directors (the Compensation Committee) of the Company approved the 2009 Bonus Plan (the Plan) in the form attached hereto as Exhibit 99.1. The Plan is an annual cash bonus plan under which a bonus pool is funded based on the Company's net income and cash flow relative to targets. Participants in the Plan are the chief executive officer, the other officers of the Company and six other key subsidiary officers. Bonus awards under the Plan range from zero to 150% of salary based on position. Bonus awards are subject to the approval of the Compensation Committee. Bonus awards are based on a combination of the Company's financial performance and the individual performance of the officers. The Compensation Committee, in its discretion, may award bonuses even if the Plan's financial targets are not achieved.

On February 2, 2009, the Compensation Committee approved the form of Performance Stock Unit Agreement for use in 2009 and thereafter, which is attached hereto as Exhibit 99.2, and awarded performance stock units to the executive officers of the Company in the following target amounts:

| Name | Position | Target No. of Performance Stock Units |
|--------------------|--|---------------------------------------|
| Joseph C. Berenato | Chairman of the Board and Chief Executive Officer | 7,500 |
| Joseph P. Bellino | Vice President and Chief Financial Officer | 5,000 |
| James S. Heiser | Vice President, General Counsel and Secretary | 5,000 |
| Anthony J. Reardon | President and Chief Operating Officer | 7,500 |
| Rose F. Rogers | Vice President, Human Resources | 2,500 |
| Samuel D. Williams | Vice President, Controller and Assistant Treasurer | 2,500 |

The performance stock units generally vest at the end of the three-year performance period from January 1, 2009 to December 31, 2011 (the Performance Period) in amounts from 0% to 200% of the target units depending on the Company's performance relative to two performance metrics during the Performance Period. The performance metrics, which are equally weighted, are: (i) the cumulative diluted earnings per share of the Company during the Performance Period (subject to certain adjustments), and (ii) the relative total shareholder return of the Company's common stock compared to the SPADE Defense Index during the Performance Period. Upon vesting, one share of common stock of the Company will be issued for each vested performance stock unit. In the event that a change in control (as defined in the Performance Stock Unit Agreements) of the Company occurs, the target performance stock units will be deemed to have become fully vested immediately prior to the consummation of the change in control, provided, however, that the Compensation Committee of the Board of Directors may, in its discretion, increase (but not decrease) the number of performance stock units that are deemed to vest in the event of a change in control up to a maximum of 200% of the target performance stock units.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 2009 Bonus Plan

99.2 Form of Ducommun Incorporated Performance Stock Unit Agreement for use in 2009 and thereafter

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUCOMMUN INCORPORATED

(Registrant)

Date: February 5, 2009

By: /s/ James S. Heiser
James S. Heiser

Vice President and General Counsel