

DUCOMMUN INC /DE/

Form 4

May 04, 2007

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 *
WILLIAMS SAMUEL D

(Last) (First) (Middle)

**DUCOMMUN
INCORPORATED, 23301
WILMINGTON AVENUE**

(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)
05/02/2007

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 ____ Other (specify
below) below)
VP & Controller

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	05/02/2007		M		6,450	A	\$ 15.8	7,200	D
Common Stock	05/02/2007		M		1,250	A	\$ 16.91	8,450	D
Common Stock	05/02/2007		S		7,700	D	\$ 28.127	750	D
Common Stock	05/03/2007		M		4,800	A	\$ 15.8	5,550	D
Common Stock	05/03/2007		S		4,800	D	\$ 28	750	D

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option-Right to Buy ⁽¹⁾	\$ 15.8	05/02/2007		M	6,450	07/18/2004 ⁽²⁾	07/16/2010	Common Stock
Option-Right to Buy ⁽¹⁾	\$ 16.91	05/02/2007		M	1,250	06/30/2006	07/16/2010	Common Stock
Option-Right to Buy ⁽¹⁾	\$ 15.8	05/03/2007		M	4,800	07/18/2005 ⁽³⁾	07/16/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS SAMUEL D DUCOMMUN INCORPORATED 23301 WILMINGTON AVENUE CARSON, CA 90745-6209	VP & Controller

Signatures

/s/ Samuel D.
Williams

05/04/2007

 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)

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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 became exercisable as to 3,750 shares on July 18, 2004 and 2,700 shares on July 18, 2005

(3) The option became exercisable as to 1,050 shares on July 18, 2005 and 3,750 shares on July 18, 2006

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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