DUCOMMUN INC /DE/

Form 4 June 30, 2009

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

DUCOMMUN INC /DE/ [DCO]

5. Relationship of Reporting Person(s) to Issuer

below)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/29/2009

Director 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

DUCOMMUN **INCORPORATED, 23301** WILMINGTON AVENUE

4. If Amendment, Date Original

VP and General Counsel 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CARSON, CA 90745-6209

(State) (Zip) (City)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and 4	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Acquired (A)				
	Derivative				or Disposed of	f			
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	/ (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option - Right to Buy (1)	\$ 18.23	06/29/2009		A	10,000	06/29/2010(2)	06/28/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEISER JAMES S DUCOMMUN INCORPORATED 23301 WILMINGTON AVENUE CARSON, CA 90745-6209

VP and General Counsel

Signatures

/s/ James S. 07/01/2009 Heiser

**Signature of Date
Reporting Person

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 will vest in four equal installments on June 29, 2010, 2011, 2012 and 2013

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.

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