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**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) March 14, 2008

**DUCOMMUN INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-08174**  
(Commission  
File Number)

**95-0693330**  
(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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On March 14, 2008, the Compensation Committee of the Board of Directors (the "Compensation Committee") of Ducommun Incorporated (the "Company") approved the 2008 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 seven 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 March 14, 2008, 50,000 restricted stock units were awarded to Joseph C. Berenato, chairman and chief executive officer of the Company. One-third of the restricted stock units generally vest on each of January 1, 2009, January 1, 2010 and January 1, 2011, provided that Mr. Berenato has remained in the employ of the Company and/or its subsidiaries throughout the period from the date of award until each of the vesting dates. The restricted stock units also vest in the event of a change in control of the Company (as defined in the restricted stock unit agreement), or the death or permanent disability (as defined in the restricted stock unit agreement) of Mr. Berenato. The restricted stock units were awarded in the Form of Restricted Stock Unit Agreement attached as Exhibit 99.1 to the Company's Form 8-K dated May 8, 2007.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 2008 Bonus Plan

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: March 18, 2008

By: /s/ James S. Heiser  
James S. Heiser  
Vice President and General Counsel

**DUCOMMUN INCORPORATED**  
**2008 BONUS PLAN**

**PURPOSE:** Reward achievement of Annual Operating Plan of Ducommun Incorporated (the "Company") to build profitability and provide competitive compensation levels.

**CONCEPT:** Bonus pool created by the Company's net income and cash flow from operating activities compared to Target.

**PARTICIPANTS:** Eight corporate officers and seven key operating officers as set forth on Schedule A.

**INCENTIVE AWARD RANGES:** 0% to 150% of salary predicated on position.

**INCENTIVE AWARD:** Based on combination of:

1. Company performance compared to Target.
2. Individual manager performance.

**APPROVAL:** All awards to eight corporate officers and seven key operating officers are subject to the approval of the Compensation Committee of the Board of Directors. All other awards are subject to the approval of the CEO.

**DISCRETION:** The Compensation Committee, in its discretion, may award bonuses even if financial targets are not met.

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**DUCOMMUN INCORPORATED**

**2008 BONUS PLAN**  
**(in \$000s)**

Definitions

- Net Income = Ducommun consolidated net income excluding any write-off of goodwill and other intangibles.
- Cash Flow = Cash flow from operating activities

General

- No bonus will be paid to corporate or any subsidiary management unless Ducommun Net Income equals or exceeds 80% of Target.
- Bonus targets for the persons covered by this Plan are expressed as a percentage of 2008 salaries as set forth on Schedule A.
- Any person added to the Plan during the year must be approved by the CEO of Ducommun, and will be eligible to receive a pro rata bonus for the portion of the year employed.
- To be eligible to receive a bonus award, a person must be employed by Ducommun or a subsidiary on the date of payment of the 2008 bonus.
- All amounts shall be calculated after accrual of the bonuses.
- All bonus awards to the persons listed on Schedule A are subject to the approval and are at the discretion of the Compensation Committee of the Board of Directors of Ducommun. The Compensation Committee shall make all interpretations of this Plan, and shall have discretion to make exceptions or adjustments as it deems appropriate.

### Bonus Pool

- A bonus pool shall be generated based one-half on the Net Income and one-half on the Cash Flow of the Company (each, a “Financial Metric”) compared to Target as set forth on Schedule B.
- The bonus pool shall be calculated as follows:
  - Minimum or less = \$0
  - Target = sum of target bonus percentage multiplied by the salary\* for all persons covered by this Plan (“Aggregate Target Bonuses”).
  - Maximum = three times the Aggregate Target Bonuses

#### \* Actual salary earned in 2008

- Shortfall in performance on one Financial Metric may be offset by over performance on the other Financial Metric. (For example, 90% of Target for Cash Flow and 110% of Target for Net Income creates a bonus pool equal to the Aggregate Target Bonuses.)
- All bonus pool amounts shall be calculated on a linear basis for performance between two data points.

### Bonus Awards

- Individual bonus awards are based on:
  - Company Net Income and Cash Flow compared to Targets as set forth on Schedule B, and
  - Individual manager performance.
- Shortfall in performance on one Financial Metric may be offset by over performance on the other Financial Metric.

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- Individual bonus awards generally are subject to adjustment based on individual manager performance so that the individual bonus award would be in the range of 80% to 150% of the amount that would have been awarded to an individual manager based on the Financial Metrics alone, provided, however, that in unusual circumstances the Compensation Committee, in its discretion, may make adjustments to individual manager awards that are greater than this range.