

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WILLIAMS SAMUEL D</u>  (Last) (First) (Middle) DUCOMMUN INCORPORATED 23301 WILMINGTON AVE.  (Street) CARSON CA 90745-6209  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUCOMMUN INC /DE/ [ DCO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, Accounting</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2013</u>	
		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	05/03/2013		M		5,000	A	\$24.34	10,099	D	
Common Stock	05/03/2013		F		4,899	D	\$25.4	5,200	D	
Common Stock	05/03/2013		M		3,750	A	\$18.23	8,950	D	
Common Stock	05/03/2013		F		3,240	D	\$25.4	5,710	D	
Common Stock	05/03/2013		M		3,000	A	\$18.04	8,710	D	
Common Stock	05/03/2013		F		2,581	D	\$25.4	6,129	D	
Common Stock	05/03/2013		M		1,750	A	\$21.61	7,879	D	
Common Stock	05/03/2013		F		1,623	D	\$25.4	6,256	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Right to Buy <sup>(1)</sup>	\$24.34	05/03/2013		D			5,000	06/18/2009 <sup>(2)</sup>	06/17/2015	Common Stock	5,000	\$0	0	D	
Option - Right to Buy <sup>(1)</sup>	\$18.23	05/03/2013		D			3,750	06/29/2010 <sup>(3)</sup>	06/28/2016	Common Stock	3,750	\$0	1,250	D	
Option - Right to Buy <sup>(1)</sup>	\$18.04	05/03/2013		D			3,000	06/23/2011 <sup>(4)</sup>	06/22/2017	Common Stock	3,000	\$0	3,000	D	
Option - Right to Buy <sup>(1)</sup>	\$21.61	05/03/2013		D			1,750	07/27/2012 <sup>(5)</sup>	07/26/2018	Common Stock	1,750	\$0	5,250	D	

**Explanation of Responses:**

- The option represents the right to purchase common stock granted under the Ducommun Incorporated Employee Stock Option Plans, which are Rule 16b-3 plans.
- The option vested as to 1,250 shares on each of June 18, 2009, June 18, 2010, June 18, 2011 and June 18, 2012.
- The option vested or will vest as to 1,250 shares on each of June 29, 2010, June 29, 2011, June 29, 2012 and June 29, 2013.
- The option vested or will vest as to 1,500 shares on each of June 23, 2011, June 23, 2012, June 23, 2013 and June 23, 2014.
- The option vested or will vest as to 1,750 shares on each of July 27, 2012, July 27, 2013, July 27, 2014 and July 27, 2015.

/s/ Samuel D. Williams

05/03/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

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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