

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DUCOMMUN INCORPORATED

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-0693330
(I.R.S. Employer
Identification No.)

111 West Ocean Boulevard, Suite 900

Long Beach, California 90802

(562) 624-0800

(Address and Telephone Number of Company's Principal Executive Offices)

DUCOMMUN INCORPORATED 2001 STOCK INCENTIVE PLAN

JAMES S. HEISER
Vice President, Chief Financial Officer
General Counsel, Secretary and Treasurer
DUCOMMUN INCORPORATED

111 West Ocean Boulevard, Suite 900
Long Beach, California 90802
(Name and address of agent for service)

(562) 624-0800

(Telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee (2)
Common Stock, par value \$.01 per share	475,000	\$ 9.28	\$ 4,408,000	\$1,102

(1) This registration statement also covers such additional shares of common stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Plan and in agreements entered into pursuant thereto.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, amended. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of the

Company's common stock, as reported on the New York Stock Exchange on October 25, 2001.

INTRODUCTION

This registration statement on Form S-8 is filed by Ducommun Incorporated, a Delaware corporation (the "Company" or the "Registrant"), relating to 475,000 shares of its common stock, par value \$.01 per share, which are issuable to eligible employees of the Company under its 2001 Stock Incentive Plan (the "Plan"). This registration statement is also registering any additional shares of common stock that may become available for purchase in accordance with the provisions of the Plans in the event of certain changes in the outstanding shares of common stock of the Company, including, among other things, stock dividends, stock splits, reverse stock splits, reorganizations and recapitalizations.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION

Not filed as part of this registration statement in accordance with the Note to Part I of Form S-8.

ITEM 2. COMPANY INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

Not filed as part of this registration statement in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Securities and Exchange Commission are hereby incorporated in this registration statement by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, filed on February 28, 2001;

(b) The Company's Definitive Proxy Statement for the 2001 Annual Meeting of Stockholders held on May 2, 2001, filed on March 26, 2001;

(c) The Company's Quarterly Reports on Form 10-Q for the periods ended March 31, 2001, June 30, 2001 and September 29, 2001, as filed on April 25, 2001, July 30, 2001 and October 23, 2001 respectively;

(d) The Company's Current Reports on Form 8-K and 8-K/A, as filed on June 19, 2001 and August 17, 2001, respectively;

(e) The description of the common stock contained in the Company's Registration Statement on Form 8-A, as filed on October 30, 1996, as subsequently amended from time to time; and

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into and to be part of this registration statement and the prospectus that is part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable, as the common stock of the Company is currently registered under Section 12 of the Exchange Act.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Certain legal matters relating to the valid issuance of the shares of common stock of the Company covered by the Plan have been passed upon by James S. Heiser, Vice President, General Counsel, Chief Financial Officer, Secretary and Treasurer of the Company. Mr. Heiser is eligible to participate in the Plan and other stock incentive plans of the Company, and as of the date of this registration statement owns 10,626 shares of common stock of the Company and has been granted options to purchase 54,500 shares of common stock of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the General Corporation Law of Delaware empowers a corporation to indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation or enterprise. Depending on the character of the proceeding, a corporation may indemnify against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person identified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no cause to believe his or her conduct was unlawful. In the case of an action by or in the right of the corporation, no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that a Court of Chancery or the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Section 145 further provides that to the extent that a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or matter herein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

The Restated Certificate of Incorporation, as amended, and Bylaws of the Company require the Company to indemnify its directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware. In addition, the Company has entered into an agreement with each of its directors and certain of its officers indemnifying them to the extent permitted under each agreement. The Company has also purchased director and officer liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Commission, each of the following exhibits is filed herewith:

4.1 2001 Stock Incentive Plan of the Company (incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on March 26, 2001).

4.2 Restated Certificate of Incorporation of the Company filed with the Delaware Secretary of State on May 29, 1990 (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, as filed with the Securities and Exchange Commission on February 28, 2001).

4.3 Certificate of Amendment of Certificate of Incorporation of the Company filed with the Delaware Secretary of State on May 27, 1998 (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998, as filed with the Securities and Exchange Commission on March 4, 1999).

4.4 Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, as filed with the Securities and Exchange Commission on February 28, 2001).

5.1 Opinion of James S. Heiser regarding the validity of the securities being registered.

23.1 Consent of PricewaterhouseCoopers LLP.

23.2 Consent of James S. Heiser (contained in Exhibit 5.1).

24.1 Power of Attorney (included on Signature Pages).

ITEM 9. UNDERTAKINGS

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Long Beach, State of California, on this 29th day of October, 2001.

DUCOMMUN INCORPORATED

By: /s/ James S. Heiser

James S. Heiser
Vice President, Chief Financial Officer,
General Counsel, Secretary and Treasurer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints James S. Heiser such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might, or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Registrant in their capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Joseph C. Berenato ----- Joseph C. Berenato	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	October 26, 2001
/s/ James S. Heiser ----- James S. Heiser	Vice President, Chief Financial Officer, General Counsel, Secretary and Treasurer (Principal Financial Officer)	October 26, 2001
/s/ Samuel D. Williams ----- Samuel D. Williams	Vice President, Controller and Assistant Treasurer (Principal Accounting Officer)	October 26, 2001

DIRECTORS

/s/ Norman A. Barkeley Director October 26, 2001

Norman A. Barkeley

/s/ Joseph C. Berenato Director October 26, 2001

Joseph C. Berenato

/s/ Eugene P. Conese, Jr. Director October 26, 2001

Eugene P. Conese, Jr.

/s/ Ralph D. Crosby, Jr. Director October 26, 2001

Ralph D. Crosby, Jr.

/s/ H. Frederick Christie Director October 26, 2001

H. Frederick Christie

/s/ Robert C. Ducommun Director October 26, 2001

Robert C. Ducommun

/s/ Thomas P. Mullaney Director October 26, 2001

Thomas P. Mullaney

EXHIBIT INDEX

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EXHIBIT 5.1
[LETTERHEAD OF DUCOMMUN INCORPORATED]

October 29, 2001

Ducommun Incorporated
111 West Ocean Boulevard, Suite 900
Long Beach, California 90802

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested my legal opinion with respect to the 2001 Stock Incentive Plan (the "Plan") covering 475,000 shares of common stock, par value \$.01 per share (the "Common Stock") of Ducommun Incorporated (the "Company"), as approved the Board of Directors of the Company on March 13, 2001 and by the stockholders of the Company on May 2, 2001.

For purposes of this opinion, I have examined the Plan, the relevant resolutions of the Board of Directors and of the stockholders of the Company, and the registration statement on Form S-8 proposed to be filed with the Securities and Exchange Commission with respect to the registration of 475,000 shares of Common Stock under the Plan. I have also conducted such other legal and factual examinations and inquires and obtained such certificates and assurances from officers and representatives of the Company as I deemed appropriate under the circumstances.

Based upon such examination and subject to the foregoing, I am of the opinion that:

1. The Plan has been duly and validly authorized by the Company under Delaware General Corporation Law.
2. Shares of Common Stock of the Company, when issued, delivered and paid for pursuant to and in accordance with the terms and conditions of the Plan and in the manner described in the registration statement, will be duly and validly issued, fully paid and nonassessable shares of Common Stock of the Company.

This opinion is being delivered to the Company in connection with the filing of the registration statement referred to above, and may not be used or relied upon by anyone other than the Company and may not be quoted in whole or in part without my prior written consent. I hereby consent to the filing of this opinion as an exhibit to the registration statement referred to above.

Sincerely,

/s/ James S. Heiser

James S. Heiser
General Counsel

EX-23.1

CONSENT OF PRICEWATERHOUSECOOPERS LLP

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 20, 2001 relating to the financial statements, which appears in the 2000 Annual Report to Shareholders of Ducommun Incorporated, which is incorporated by reference in Ducommun Incorporated's Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the incorporation by reference of our report dated February 20, 2001 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

PricewaterhouseCoopers LLP
Los Angeles, California
October 26, 2001