

**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) February 2, 2006

**DUCOMMUN INCORPORATED**

(Exact name of registrant as specified in its charter)

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

**0-1222**  
(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 1.01. Entry Into a Material Definitive Agreement

On February 2, 2006, the Board of Directors of the Company, following the recommendation of the Compensation Committee of the Board of Directors, adopted the 2006 Bonus Plan (the "Plan") in the form attached hereto as Exhibit 99.1. The Plan is a formula-based incentive compensation plan based on net income, operating income and cash flow. Participants in the Plan are the chief executive officer, the other officers of the Company, two subsidiary presidents, and 15 other key subsidiary officers. Bonus awards under the Plan range from 0 to 150% of salary based on position. Bonus awards are subject to the approval of the Compensation Committee of the Board of Directors (the "Committee"), and are based on a combination of total corporate performance, subsidiary performance and individual performance. The Committee, in its discretion, may award bonuses even if the Plan's financial targets are not met.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

David Dittmore, the Company's president and chief operating officer, resigned on February 8, 2006.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 2006 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: February 8, 2006

By: /s/ James S. Heiser

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

**DUCOMMUN INCORPORATED**  
**2006 BONUS PLAN SUMMARY**

**PURPOSE:** Reward achievement of Annual Operating Plans to build profitability and provide competitive compensation levels for above average results.

**CONCEPT:** Formula-based incentive plan driven by net income (corporate), EBITA (subsidiaries) and cash flow (corporate and subsidiaries).

**PARTICIPANTS:** Six corporate positions, two subsidiary presidents, and fifteen other key subsidiary officers as set forth on Schedules A and D.

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

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

1. Total Corporate performance to Target.
2. Subsidiary performance to Target.
3. Individual manager performance rating.

All awards to six corporate positions, two subsidiary presidents, and fifteen other key subsidiary officers subject to the approval of the Compensation Committee of the Board of Directors. All other awards subject to approval of CEO.

The Compensation Committee, in its discretion, may award bonus even if incentive plan financial targets are not met.

**DUCOMMUN INCORPORATED**  
**2006 BONUS PLAN**  
**(in \$000s)**

Definitions

Net Income	=	Ducommun consolidated net income <u>excluding</u> any write-off of goodwill and other intangibles
EBITA	=	Earning before interest, income taxes, amortization and corporate fee
Cash Flow (for corporate)	=	Cash flow from operating activities
Cash Flow (for operating units)	=	Cash flow from operating activities <u>plus</u> corporate fee, <u>plus</u> interest allocation, <u>plus</u> income taxes

General

- No bonus will be paid to corporate or any subsidiary management unless Ducommun Net Income equals or exceeds 100% of Target; no bonus will be paid to any subsidiary management unless EBITA of their operating unit equals or exceeds 100% of Target.
- Bonus targets for the persons covered by this Plan are expressed as a percentage of average 2006 salaries as set forth on Schedules A and D.
- 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 at the time of payment of the bonus in the first quarter of 2007.
- All amounts shall be calculated after accrual, and/or allocation of the accrual from corporate, of the bonuses applicable to the particular operating unit.
- All bonus pool amounts shall be calculated on a linear basis for performance between two data points.
- All bonus awards to the persons listed on Schedules A and D 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.

## Corporate

- Based one-half on Net Income and one-half on Cash Flow relative to Target as set forth on Schedule B.
- Shortfall in performance on one metric may be offset by over performance on the other metric. (For example, 100% of Target for Cash Flow and 150% of Target for Net Income earns Target bonus.)

## Operating Units

- Based one-half on the operating unit EBITA and one-half on the operating unit Cash Flow relative to Target set forth on Schedule B, subject to limits based on Ducommun Net Income.
- Operating unit bonus awards are subject to the following limitations based on Ducommun Net Income regardless of the specific operating unit performance:

<u>Ducommun Net Income</u>	<u>Maximum Bonus For Operating Unit</u>
Less than 100% of Target	None
100 – 124% of Target	Target Bonus
125 – 149% of Target	2 x Target Bonus
150% + of Target	3 x Target Bonus

- Shortfall in performance on one metric may be offset by over performance on the other metric.