

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>HEISER JAMES S</u> (Last) (First) (Middle) <u>DUCOMMUN INCORPORATED</u> <u>23301 WILMINGTON AVE.</u> (Street) <u>CARSON CA 90745-6209</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/15/2015		M		2,750	A	\$18.04	22,212	D	
Common Stock	04/15/2015		F		2,176	D	\$33.22	20,036	D	
Common Stock	04/15/2015		M		9,375	A	\$21.61	29,411	D	
Common Stock	04/15/2015		F		7,877	D	\$33.22	21,534	D	
Common Stock	04/15/2015		M		3,750	A	\$9.81	25,284	D	
Common Stock	04/15/2015		F		2,542	D	\$33.22	22,742	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
Option - Right to Buy ⁽¹⁾	\$18.04	04/15/2015		M			2,750	06/23/2011 ⁽²⁾	06/22/2017	Common Stock	2,750	\$0	0	D	
Option - Right to Buy ⁽¹⁾	\$21.61	04/15/2015		M			9,375	07/27/2012 ⁽³⁾	07/26/2018	Common Stock	9,375	\$0	3,125	D	
Option - Right to Buy ⁽¹⁾	\$9.81	04/15/2015		M			3,750	07/01/2013 ⁽⁴⁾	06/30/2019	Common Stock	3,750	\$0	7,500	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 2,750 shares on each of June 23, 2011, 2012, 2013 and 2014.
- The option vested or will vest as to 3,125 shares on each of July 27, 2012, 2013, 2014 and 2015.
- The option vested or will vest as to 3,750 shares on each of July 1, 2013, 2014, 2015 and 2016.

/s/ James S. Heiser

04/16/2015

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.