

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**DUCOMMUN INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**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, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**DUCOMMUN INCORPORATED 2001 STOCK INCENTIVE PLAN**

(Full title of the 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**  
**(562) 624-0800**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount to<br/>be Registered(1)</b> | <b>Proposed Maximum<br/>Offering Price per<br/>Share(2)</b> | <b>Proposed Maximum<br/>Aggregate<br/>Offering Price(2)</b> | <b>Amount of<br/>Registration<br/>Fee(2)</b> |
|---|---------------------------------------|---|---|--|
| Common Stock, par value \$0.01 per share        | 500,000                               | \$ 20.665   | \$ 10,332,500   | \$ 1,309.13                                  |

- 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, as 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 August 13, 2004.

## EXPLANATORY NOTE

With respect to the shares of common stock of the Company hereby registered under the Company's 2001 Stock Incentive Plan (the "Plan"), the contents of the Registrant's Registration Statement on Form S-8 as filed with the Securities and Exchange Commission on October 31, 2001 (File No. 333-72556), (the "Prior Form S-8"), is incorporated herein by reference.

The Company is registering 500,000 additional shares of its Common Stock under this Registration Statement that are reserved for issuance under the Plan. Under the Prior Form S-8, the Company registered 475,000 shares of its Common Stock that had been or were eligible to be issued under the Plan.

### PART I

#### INFORMATION REQUIRED IN SECTION 10(A) PROSPECTUS

##### Item 1. Plan Information.

Not required to be filed with this Registration Statement.

##### Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed by the Company with the Securities and Exchange Commission are by this reference incorporated in and made a part of this Registration Statement:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as filed with the Securities and Exchange Commission on March 4, 2004;
- (2) The Company's Definitive Proxy Statement for the Annual Meeting of Stockholders held on May 5, 2004, filed on March 31, 2004;
- (3) The Company's Quarterly Report on Form 10-Q for the quarterly period ended April 3, 2004, as filed with the Securities and Exchange Commission on May 10, 2004; and
- (4) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A, as filed with the Securities and Exchange Commission on October 30, 1996, as subsequently amended from time to time.

All documents subsequently filed by the Company pursuant to Section 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 in 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.

## 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 6,819 shares of common stock of the Company and has been granted options to purchase 53,750 shares of common stock of the Company.

## Item 8. Exhibits.

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

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | Ducommun Incorporated 2001 Stock Incentive Plan (previously filed as an exhibit to the Company's Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on March 31, 2004, and incorporated herein by reference). |
| 5.1*        | Opinion of James S. Heiser.  |
| 23.1*       | Consent of PricewaterhouseCoopers LLP.   |
| 23.2*       | Consent of James S. Heiser (included in Exhibit 5.1).  |
| 24.1*       | Power of Attorney (included on Signature Pages).   |

\*Filed herewith.

**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 30th day of July, 2004.

DUCOMMUN INCORPORATED

By: /s/ JAMES S. HEISER

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

**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 by the following persons in the capacities and on the dates indicated below.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>   |
|---|---|---------------|
| <u>/s/ JOSEPH C. BERENATO</u><br>Joseph C. Berenato       | Chairman of the Board and Chief Executive Officer (Principal Executive Officer)                                 | July 30, 2004 |
| <u>/s/ JAMES S. HEISER</u><br>James S. Heiser             | Vice President, Chief Financial Officer, General Counsel, Secretary and Treasurer (Principal Financial Officer) | July 30, 2004 |
| <u>/s/ SAMUEL D. WILLIAMS</u><br>Samuel D. Williams       | Vice President, Controller and Assistant Treasurer (Principal Accounting Officer)                               | July 30, 2004 |
| <u>/s/ H. FREDERICK CHRISTIE</u><br>H. Frederick Christie | Director  | July 30, 2004 |

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/s/ EUGENE P. CONESE, JR.

Director

July 30, 2004

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**Eugene P. Conese, Jr.**

/s/ RALPH D. CROSBY, JR.

Director

July 30, 2004

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**Ralph D. Crosby, Jr.**

/s/ ROBERT C. DUCOMMUN

Director

July 30, 2004

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**Robert C. Ducommun**

/s/ THOMAS P. MULLANEY

Director

July 30, 2004

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**Thomas P. Mullaney**

/s/ ROBERT D. PAULSON

Director

July 30, 2004

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**Robert D. Paulson**

## EXHIBIT INDEX

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\*Filed herewith.



August 11, 2004

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

Re: *Registration Statement on Form S-8*

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") of Ducommun Incorporated, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration of 500,000 shares (the "Shares") of common stock, par value \$0.01 per share of the Company (the "Common Stock"). The Shares subject to the Registration Statement are to be issued under the Company's 2001 Stock Incentive Plan (the "Plan").

For the purpose of the opinion set forth below, I have examined and am familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Shares, and I have reviewed such corporate records of the Company and certificates of officers of the Company and of public officials and such other documents as I have deemed relevant and necessary as the basis for the opinion set forth below. In such examination, I have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies. With respect to agreements and instruments executed by natural persons, I have assumed the legal competency of such persons.

On the basis of the foregoing examination, and in reliance thereon, I am of the opinion that (subject to compliance with the pertinent provisions of the Securities Act and to compliance with such securities or "blue sky" laws of any jurisdiction as may be applicable) the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable shares of Common Stock.

I am admitted to practice in the State of California, and am not admitted to practice in the State of Delaware. However, for the limited purposes of my opinion set forth above, I am generally familiar with the Delaware General Corporation Law (the "DGCL") as presently in effect and have made such inquiries as I consider necessary to render this opinion with respect to a Delaware corporation. This opinion letter is limited to the current federal laws of the United States, the laws of the State of California and, to the limited extent set forth above, the DGCL, as such laws currently exist and to the facts as they currently exist. I express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. I assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the use of my name under the caption "Interest of Named Experts and Counsel" in the Registration Statement.

Sincerely,

/s/ James S. Heiser

James S. Heiser  
Vice President and  
General Counsel



CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 1, 2004 relating to the financial statements and financial statement schedules of Ducommun Incorporated, which appear in Ducommun Incorporated's Annual Report on Form 10-K for the year ended December 31, 2003.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Los Angeles, CA

August 11, 2004