

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>WILLIAMS MICHAEL W</u> (Last) (First) (Middle) DUCOMMUN INCORPORATED 111 W. OCEAN BOULEVARD, SUITE 900 (Street) LONG BEACH CA 90802-7901 (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 Corp Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2004</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	03/15/2004		M		1,000	A	\$10.625	2,020	D	
Common Stock	03/15/2004		M		1,000	A	\$13	3,020	D	
Common Stock	03/15/2004		F		355	D	\$23.44	2,665	D	
Common Stock	03/17/2004		S		200	D	\$23.41	2,465	D	
Common Stock	03/17/2004		S		400	D	\$23.4	2,065	D	
Common Stock	03/17/2004		S		565	D	\$23.39	1,500	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⁾	\$10.625	03/15/2004		M			1,000	01/26/2001 ⁽²⁾	01/25/2007	Common Stock	1,000	\$0	0	D	
Option - Right to Buy ⁽¹⁾	\$13	03/15/2004		M			1,000	01/24/2002 ⁽³⁾	01/23/2008	Common Stock	1,000	\$0	1,000	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 in 4 equal installments on January 26, 2001, 2002, 2003 and 2004.
- The option vests in 4 equal installments on January 24, 2002, 2003, 2004 and 2005.

/s/ Michael W. Williams 03/17/2004

** 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.