

DUCOMMUN INC /DE/  
Form 4  
April 16, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEISER JAMES S**

(Last) (First) (Middle)

**DUCOMMUN  
INCORPORATED, 23301  
WILMINGTON AVE.**

(Street)

**CARSON, CA 90745-6209**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DUCOMMUN INC /DE/ [DCO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/15/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP and General Counsel**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/15/2015		M		2,750 A \$ 18.04		D
Common Stock	04/15/2015		F		2,176 D \$ 33.22		D
Common Stock	04/15/2015		M		9,375 A \$ 21.61		D
Common Stock	04/15/2015		F		7,877 D \$ 33.22		D
Common Stock	04/15/2015		M		3,750 A \$ 9.81		D

Common Stock      04/15/2015      F      2,542      D      \$ 33.22      22,742      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option - Right to Buy <sup>(1)</sup>	\$ 18.04	04/15/2015		M	2,750	06/23/2011 <sup>(2)</sup>	06/22/2017	Common Stock	2,750
Option - Right to Buy <sup>(1)</sup>	\$ 21.61	04/15/2015		M	9,375	07/27/2012 <sup>(3)</sup>	07/26/2018	Common Stock	9,375
Option - Right to Buy <sup>(1)</sup>	\$ 9.81	04/15/2015		M	3,750	07/01/2013 <sup>(4)</sup>	06/30/2019	Common Stock	3,750

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HEISER JAMES S  
DUCOMMUN INCORPORATED  
23301 WILMINGTON AVE.  
CARSON, CA 90745-6209

VP and General Counsel

## Signatures

/s/ James S. Heiser      04/16/2015

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The option represents the right to purchase common stock granted under the Ducommun Incorporated Employee Stock Option Plans, which are Rule 16b-3 plans.
- (2) The option vested as to 2,750 shares on each of June 23, 2011, 2012, 2013 and 2014.
- (3) The option vested or will vest as to 3,125 shares on each of July 27, 2012, 2013, 2014 and 2015.
- (4) The option vested or will vest as to 3,750 shares on each of July 1, 2013, 2014, 2015 and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.