

DUCOMMUN INC /DE/

Form 4

March 07, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Rogers Rose F

(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)
 03/05/2014

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

VP, Human Resources

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2014		M	3,000	A \$ 25.82	7,977	D
Common Stock	03/05/2014		F	2,852	D \$ 28.27	5,125	D
Common Stock	03/05/2014		M	2,500	A \$ 9.81	7,625	D
Common Stock	03/05/2014		F	1,567	D \$ 28.27	6,058	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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option - Right to Buy ⁽¹⁾	\$ 25.82	03/05/2014		M	3,000	06/26/2008 ⁽²⁾ 06/25/2014	Common Stock 3,000
Option - Right to Buy ⁽¹⁾	\$ 9.81	03/05/2014		M	2,500	07/01/2013 ⁽³⁾ 06/30/2019	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rogers Rose F DUCOMMUN INCORPORATED 23301 WILMINGTON AVE. CARSON, CA 90745-6209	VP, Human Resources

Signatures

/s/ Rose F. Rogers 03/07/2014

**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.

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- (2) The option vested as to 750 shares on each of June 26, 2008, June 26, 2009, June 26, 2010 and June 26, 2011.
- (3) The option vested as to 2,500 shares on July 1, 2013 and will vest as to 2,500 shares on each of July 1, 2014, July 1, 2015 and July 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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