

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.)

23301 S. Wilmington Avenue, Carson, California  
 (Address of Principal Executive Offices)

90745  
 (Zip Code)

1994 STOCK INCENTIVE PLAN  
 (Full title of plan)

James S. Heiser  
 Vice President, Chief Financial Officer, General Counsel, Secretary & Treasurer  
 Ducommun Incorporated  
 23301 S. Wilmington Avenue  
 Carson, CA 90745 (310) 513-7200  
 (Name and address, and telephone number, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (\$0.01 par value)	350,000 shares	\$31.3125	\$10,959,375	\$3,321.02

(1) This Registration Statement also covers such additional shares as may become subject to issuance as a result of the adjustment provisions contained in the Plan named above and in agreements entered into pursuant thereto.

(2) Pursuant to Rule 457(h), the maximum offering price has been calculated based upon the average of the high and low prices of the Company's Common Stock on the New York Stock Exchange on July 17, 1997.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation of Earlier Registration Statement By Reference

The contents of the registration statement on Form S-8 (Registration Statement No. 33-82164) of Ducommun Incorporated (the "Company") are hereby incorporated by reference.

Additional Information

Item 5. Interests of Named Experts and Counsel

Certain legal matters relating to the valid issuance of the additional shares of common stock, \$.01 par value (the "Common Stock"), covered by the 1994 Stock Incentive Plan (the "Plan") have been passed upon by James S. Heiser, Vice President, Chief Financial Officer, General Counsel, Secretary and Treasurer for 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 9,061 shares of Common Stock and has been granted options to purchase 53,000 shares of Common Stock.

Item 8. Exhibits

- 5.1 - Opinion and consent of Counsel as to the legality of the additional shares to be issued under the 1994 Stock Incentive Plan.
- 23.1 - Consent of Price Waterhouse LLP
- 23.2 - Consent of Counsel is contained in Exhibit 5.1

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 Carson, State of California, on this 22nd day of July, 1997.

DUCOMMUN INCORPORATED

By: /s/ James S. Heiser

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been duly signed below in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Joseph C. Berenato ----- Joseph C. Berenato	Director, Chief Executive Officer and President (Principal Executive Officer)	July 22, 1997
/s/ James S. Heiser ----- James S. Heiser	Vice President, Chief Financial Officer, General Counsel, Secretary and Treasurer (Principal Financial Officer)	July 22, 1997
/s/ Samuel D. Williams ----- Samuel D. Williams	Vice President and Controller (Principal Accounting Officer)	July 22, 1997
/s/ Norman A. Barkeley ----- Norman A. Barkeley	Chairman of the Board	July 22, 1997
/s/ H. Frederick Christie ----- H. Frederick Christie	Director	July 22, 1997
/s/ Robert C. Ducommun ----- Robert C. Ducommun	Director	July 22, 1997
/s/ Kevin S. Moore ----- Kevin S. Moore	Director	July 22, 1997
/s/ Thomas P. Mullaney ----- Thomas P. Mullaney	Director	July 22, 1997
/s/ Richard J. Pearson ----- Richard J. Pearson	Director	July 22, 1997
/s/ Arthur W. Schmutz ----- Arthur W. Schmutz	Director	July 22, 1997

## [LETTERHEAD OF DUCOMMUN INCORPORATED]

July 22, 1997

Ducommun Incorporated  
23301 South Wilmington Avenue  
Carson, California 90745

Re: 350,000 Additional Shares  
Under 1994 Stock Incentive Plan  
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Gentlemen:

You have requested my legal opinion with respect to the 1994 Stock Incentive Plan (the "Plan") covering an additional 350,000 shares of common stock, \$.01 par value per share (the "Common Stock") of Ducommun Incorporated (the "Company"), as approved by the Board of Directors of the Company on January 22, 1997 and by the shareholders of the Company on May 7, 1997.

For purposes of this opinion, I have examined the Plan, the relevant resolutions of the Board of Directors and of the shareholders of the Company, and the registration statement on Form S-8 proposed to be filed with the Securities and Exchange Commission with respect to the registration of 350,000 additional shares of Common Stock under the Plan. I have also conducted such other legal and factual examinations and inquiries and obtained such certificates and assurances from officers and representatives of the Company as I deemed appropriate under the circumstances.

Based upon such examination and subject to the foregoing, I am of the opinion that:

1. The Plan has been duly and validly authorized by the Company under the Delaware General Corporation Law.
2. Shares of Common Stock of the Company, when issued and paid for pursuant to and in accordance with the terms and conditions of the Plan, will be duly and validly issued, fully paid and nonassessable shares of Common Stock of the Company.

This opinion is being delivered to the Company in connection with the filing of the registration statement referred to above, and may not be used or relied upon by anyone other than the Company and may not be quoted in whole or in part without my prior written consent. I hereby consent to the filing of this opinion as an exhibit to the registration statement referred to above.

Sincerely,

/s/ James S. Heiser

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James S. Heiser  
General Counsel

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 13, 1997, which appears on page 28 of the 1996 Annual Report to Shareholders of Ducommun Incorporated, which is incorporated by reference in Ducommun Incorporated's Annual Report on Form 10-K for the year ended December 31, 1996. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears on page 17 of such Annual Report on Form 10-K.

/s/ Price Waterhouse

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Price Waterhouse

Los Angeles, California  
July 22, 1997