SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended September 27, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to _____________

Commission File Number 1-8174

DUCOMMUN INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	95-0693330
(State or other jurisdiction of incorporation or organization)	I.R.S. Employer Identification No.

23301 South Wilmington Avenue, Carson, California	90745
(Address of principal executive offices)	(Zip Code)

(310) 513-7200
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ___

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of September 27, 1997, there were outstanding 7,401,323 shares of common stock.

DUCOMMUN INCORPORATED

FORM 10-Q

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

DUCOMMUN INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

	September 27, 1997	December 31, 1996
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 320	$ 571
Accounts receivable (less allowance for doubtful accounts of $178 and $206)	19,866	14,722
Inventories	25,956	22,595
Deferred income taxes	4,057	4,597
Other current assets	1,730	1,850
Total Current Assets	51,929	44,335
Property and Equipment, Net	29,698	27,051
Deferred Income Taxes	2,228	5,594
Excess of Cost Over Net Assets Acquired (Net of Accumulated Amortization of $4,511 and $3,548)	17,229	18,326
Other Assets	692	508
	$101,776	$ 95,814
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current portion of long-term debt (Note 5)	$ 1,018	$ 1,117
Accounts payable	9,501	8,343
Accrued liabilities	16,621	17,589
Total Current Liabilities	27,140	27,049
Long-Term Debt (Note 5)	5,150	9,173
Other Long-Term Liabilities	356	404
Total Liabilities	32,646	36,626
Commitments and Contingencies (Note 6)		
Shareholders' Equity:		
Common stock -- $.01 par value; authorized 12,500,000 shares; issued and outstanding 7,401,323 shares in 1997 and 7,301,428 shares in 1996	74	73
Additional paid-in capital	59,196	59,280
Retained earnings (accumulated deficit)	9,860	(165)
Total Shareholders' Equity	69,130	59,188
	$101,776	$ 95,814

See accompanying notes to consolidated financial statements.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	For Three Months Ended September 27, 1997	For Three Months Ended September 28, 1996
Net Sales	$ 40,482	$ 29,778
Operating Costs and Expenses:		
Cost of goods sold	27,721	20,245
Selling, general and administrative expenses	6,223	5,483
Total Operating Costs and Expenses	33,944	25,728
Operating Income	6,538	4,050
Interest Expense	(137)	(235)
Income Before Taxes	6,401	3,815
Income Tax Expense	(2,686)	(1,068)
Net Income	$ 3,715	$ 2,747
Earnings Per Share:		
Primary	$ .47	$ .35
Fully Diluted	.47	.35
Weighted Average Number of Common and Common Equivalent Shares Outstanding for Computation of Earnings Per Share:		
Primary	7,891	7,823
Fully Diluted	7,906	7,845

See accompanying notes to consolidated financial statements.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	For Nine Months Ended	
	September 27, 1997	September 28, 1996
Net Sales	$ 115,171	$ 82,439
Operating Costs and Expenses:		
Cost of goods sold	77,552	55,283
Selling, general and administrative expenses	19,804	17,526
Total Operating Costs and Expenses	97,356	72,809
Operating Income	17,815	9,630
Interest Expense	(532)	(932)
Income Before Taxes	17,283	8,698
Income Tax Expense	(7,258)	(2,435)
Net Income	$ 10,025	$ 6,263
Earnings Per Share:		
Primary	$ 1.27	$ .92
Fully Diluted	1.26	.83
Weighted Average Number of Common and Common Equivalent Shares Outstanding for Computation of Earnings Per Share:		
Primary	7,911	6,837
Fully Diluted	7,931	7,858

See accompanying notes to consolidated financial statements.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For Nine Months Ended	
	September 27, 1997	September 28, 1996
Cash Flows from Operating Activities:		
Net Income	$ 10,025	$ 6,263
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and amortization	3,993	3,318
Deferred income tax provision	3,906	1,429
Changes in Assets and Liabilities, Net		
Accounts receivable	(5,144)	1,085
Inventories	(3,361)	(2,938)
Other assets	94	(274)
Accounts payable	1,158	1,917
Accrued and other liabilities	(1,016)	1,148
Net Cash Provided by Operating Activities	9,655	11,948
Cash Flows from Investing Activities:		
Purchase of Property and Equipment	(5,701)	(4,390)
Acquisition of MechTronics	--	(8,000)
Net Cash Used in Investing Activities	(5,701)	(12,390)
Cash Flows from Financing Activities:		
Net Borrowings (Repayments) of Long-Term Debt	(4,122)	736
Cash Premium for Conversion of Convertible Subordinated Debentures	--	(609)
Other	(83)	(17)
Net Cash (Used in) Provided by Financing Activities	(4,205)	110
Net Decrease in Cash and Cash Equivalents	(251)	(332)
Cash and Cash Equivalents at Beginning of Period	571	371
Cash and Cash Equivalents at End of Period	$ 320	$ 39

Supplemental Disclosures of Cash Flows Information:

Interest Expense Paid	$ 601	$ 1,272
Income Taxes Paid	$ 3,721	$ 1,327

Supplementary Information for Non-Cash Financing Activities:

During the first nine months of 1996, the Company issued 2,417,205 new shares of common stock upon conversion of $24,263,000 of its outstanding 7.75% convertible subordinated debentures

See accompanying notes to consolidated financial statements.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED
FINANCIAL STATEMENTS

Note 1. The consolidated balance sheets, consolidated statements of income and consolidated statements of cash flows are unaudited as of and for the three months and nine months ended September 27, 1997 and September 28, 1996. The financial information included in the quarterly report should be read in conjunction with the Company's consolidated financial statements and the related notes thereto included in its annual report to shareholders for the year ended December 31, 1996.

Note 2. Certain amounts and disclosures included in the consolidated financial statements required management to make estimates which could differ from actual results.

Note 3. Earnings per common share computations are based on the weighted average number of common and common equivalent shares outstanding in each period. Common equivalent shares represent the number of shares which would be issued assuming the exercise of dilutive stock options, reduced by the number of shares which would be purchased with the proceeds from the exercise of such options.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON AND COMMON EQUIVALENT SHARES
(In thousands, except per share amounts)

	For Three Months Ended	
	September 27, 1997	September 28, 1996
Net Income for Computation of Primary Earnings Per Share	$3,715	$2,747
Net Income for Computation of Fully Diluted Earnings Per Share	3,715	2,747
Applicable Shares:		
Weighted Average Common Shares Outstanding for Computation of Primary Earnings Per Share	7,353	7,295
Weighted Average Common Equivalent Shares Arising From Stock options:		
Primary	538	528
Fully diluted	553	550
Weighted Average Common and Common Equivalent Shares Outstanding for Computation of Fully Diluted Earnings Per Share	7,906	7,845
Earnings Per Share:		
Primary	$ .47	$ .35
Fully diluted	.47	.35

DUCOMMUN INCORPORATED AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON AND COMMON EQUIVALENT SHARES
(In thousands, except per share amounts)

	For Nine Months Ended	
	September 27, 1997	September 28, 1996
Income for Computation of Primary Earnings Per Share	$10,025	$ 6,263
Interest, Net of Income Taxes, Relating to 7.75% Convertible Subordinated Debentures	--	222
Net Income for Computation of Primary Earnings Per Share	10,025	6,263
Net Income for Computation of Fully Diluted Earnings Per Share	10,025	6,485
Applicable Shares:		
Weighted Average Common Shares Outstanding for Computation of Primary Earnings Per Share	7,327	6,350
Weighted Average Common Equivalent Shares Arising From:		
7.75% convertible subordinated debentures	--	958
Stock options:		
Primary	584	487
Fully diluted	604	550
Weighted Average Common and Common Equivalent Shares Outstanding for Computation of Fully Diluted Earnings Per Share	7,931	7,858
Earnings Per Share:		
Primary	$ 1.27	$ .92
Fully diluted	1.26	.83

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings Per Share" ("SFAS 128"). SFAS 128 establishes new standards for computing and presenting earnings per share ("EPS"), and supersedes APB Opinion No. 15, "Earnings Per Share." SFAS 128 replaces the presentation of primary EPS with a presentation of basic EPS. It also requires dual presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures, and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. SFAS 128 becomes effective for the Company for the year ending December 31, 1997. Pro forma EPS for the third quarter of 1997 and 1996, and the first nine months of 1997 and 1996, assuming the application of SFAS 128 are as follows:

	For Three Months Ended	
	September 27, 1997	September 28, 1996
Basic earnings per share	$.51	$.38
Diluted earnings per share	.47	.35

	For Nine Months Ended	
	September 27, 1997	September 28, 1996
Basic earnings per share	$1.37	$.99
Diluted earnings per share	1.27	.83

Note 4. Acquisition

In June 1996, the Company acquired substantially all of the assets of MechTronics of Arizona, Inc. ("MechTronics") for $8,000,000 in cash and a $750,000 note. The Company may be required to make additional payments through 1999, based on the future financial performance of MechTronics. MechTronics is a leading manufacturer of mechanical and electromechanical enclosure products for the defense electronics, commercial aviation and communications markets. The acquisition of MechTronics was accounted for under the purchase method of accounting. The consolidated statements of income include the operating results for MechTronics since the date of the acquisition.

Note 5. Long-term debt is summarized as follows:

	(In thousands)	
	September 27, 1997	December 31, 1996
Bank credit agreement	$ --	$ 4,000
Term and real estate loans	5,390	5,294
Promissory notes related to acquisitions	778	996
Total debt	6,168	10,290
Less current portion	1,018	1,117
Total long-term debt	$ 5,150	$ 9,173

The Company's bank credit agreement provides for a $40,000,000 unsecured revolving credit line with an expiration date of July 1, 1999. Interest is payable monthly on the outstanding borrowings based on the bank's prime rate (8.50% at September 27, 1997) minus 0.25%. A Eurodollar pricing option is also available to the Company for terms of up to six months at the Eurodollar rate plus a spread based on the leverage ratio of the Company calculated at the end of each fiscal quarter (1.00% at September 27, 1997). At September 27, 1997, the Company had $39,658,000 of unused lines of credit, after deducting $342,000 for an outstanding standby letter of credit which supports the estimated post-closure maintenance cost of a former surface impoundment. The credit agreement includes fixed charge coverage and maximum leverage ratios, and limitations on future dividend payments and outside indebtedness.

The carrying amount of long-term debt approximates fair value based on the terms of the related debt and estimates using interest rates currently available to the Company for debt with similar terms and remaining maturities.

Note 6. Contingencies

Ducommun's subsidiary, Aerochem, Inc. ("Aerochem"), is a major supplier of chemical milling services for the aerospace industry. Aerochem has been directed by California environmental agencies to investigate and take corrective action for groundwater contamination at its El Mirage, California facility (the "Site"). Aerochem expects to spend approximately $1 million for future investigation and corrective action at the Site, and the Company has established a provision for such costs. However, the Company's ultimate liability in connection with the Site will depend upon a number of factors, including changes in existing laws and regulations, and the design and cost of the construction, operation and maintenance of the correction action.

In the normal course of business, Ducommun and its subsidiaries are defendants in certain other litigation, claims and inquiries, including matters relating to environmental laws. In addition, the Company makes various commitments and incurs contingent liabilities. While it is not feasible to predict the outcome of these matters, the Company does not presently expect that any sum it may be required to pay in connection with these matters would have a material adverse effect on its consolidated financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FINANCIAL STATEMENT PRESENTATION

The interim financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of the Company, necessary for a fair presentation of the results for the interim periods presented.

RESULTS OF OPERATIONS

Third Quarter of 1997 Compared to Third Quarter of 1996

Net sales increased 36% to $40,482,000 in the third quarter of 1997. The increase resulted from a broad-based increase in sales in most of the Company's product lines due to improved industry conditions and new contract awards.

The Company had substantial sales to Boeing, Lockheed Martin and Northrop Grumman. During the third quarter of 1997 and 1996, sales to Boeing were approximately $13,653,000 and $6,470,000, respectively; sales to Lockheed Martin were approximately $4,643,000 and $3,164,000, respectively; and sales to Northrop Grumman were approximately $1,969,000 and $1,873,000, respectively. The sales relating to Lockheed Martin, Boeing and Northrop Grumman are diversified over a number of different commercial, military and space programs.

Gross profit, as a percentage of sales, was 31.5% for the third quarter of 1997 compared to 32.0% in 1996. This decrease was primarily the result of changes in sales mix and higher production costs. The decrease was partially offset by economies of scale resulting from sales increases.

Selling, general and administrative expenses, as a percentage of sales, were 15.4% for the third quarter of 1997 compared to 18.4% in 1996. The decrease in these expenses as a percentage of sales was primarily the result of higher sales volume partially offset by an increase in related period costs.

Interest expense decreased to $137,000 in the third quarter of 1997 compared to $235,000 for 1996. The decrease in interest expense was primarily due to lower debt levels.

Income tax expense increased to $2,686,000 in the third quarter of 1997 compared to $1,068,000 for 1996. The increase in income tax expense was primarily due to the increase in income before taxes and an effective tax rate of 42% in 1997 compared to 28% in 1996. From a cash flow perspective, however, the Company continues to use its federal net operating loss carryforwards to offset taxable income. Cash paid for income taxes was $1,211,000 in the third quarter of 1997, compared to $360,000 in 1996.

Net income for the third quarter of 1997 was $3,715,000, or $0.47 per share, compared to $2,747,000, or $0.35 per share, in 1996.

Nine Months of 1997 Compared to Nine Months of 1996
- --

Net sales increased 40% to $115,171,000 in the first nine months of 1997. The increase resulted from a broad-based increase in sales in most of the Company's product lines due to improved industry conditions and new contract awards, as well as sales of $15,363,000 in the first nine months of 1997 compared to $4,783,000 in the first nine months of 1996 from the MechTronics acquisition completed in June 1996.

The Company had substantial sales to Boeing, Lockheed Martin and Northrop Grumman. During the first nine months of 1997 and 1996, sales to Boeing were approximately $30,072,000 and $19,664,000, respectively; sales to Lockheed Martin were approximately $13,201,000 and $7,964,000, respectively; and sales to Northrop Grumman were approximately $5,318,000 and $6,241,000, respectively. The sales relating to Lockheed Martin, Boeing and Northrop Grumman are diversified over a number of different commercial, military and space programs.

At September 27, 1997, backlog believed to be firm was approximately $166,100,000 compared to $129,800,000 at September 28, 1996 and $134,500,000 at December 31, 1996. Approximately $39,000,000 of the total backlog is expected to be delivered during the fourth quarter of 1997.

Gross profit, as a percentage of sales, was 32.7% for the first nine months of 1997 compared to 32.9% in 1996. This decrease was primarily the result of changes in sales mix and higher production costs. The decrease was partially offset by economies of scale resulting from sales increases.

Selling, general and administrative expenses, as a percentage of sales, were 17.2% for the first nine months of 1997 compared 21.3% in 1996. The decrease in these expenses as a percentage of sales was primarily the result of higher sales volume partially offset by an increase in related period costs.

Interest expense decreased to $532,000 in the first nine months of 1997 compared to $932,000 for 1996. The decrease in interest expense was primarily due to the conversion of $24,263,000 of convertible subordinated debentures during the first half of 1996 and lower debt levels.

Income tax expense increased to $7,258,000 in the first nine months of 1997 compared to $2,435,000 for 1996. The increase in income tax expense was primarily due to the increase in income before taxes and an effective tax rate of 42% in 1997 compared to 28% in 1996. From a cash flow perspective, however, the Company continues to use its federal net operating loss carryforwards to offset taxable income. Cash paid for income taxes was $3,721,000 in the first nine months of 1997, compared to $1,327,000 in 1996.

Net income for the nine months of 1997 was $10,025,000, or $1.26 per share, compared to $6,263,000, or $0.83 per share, in 1996.

FINANCIAL CONDITION

Liquidity and Capital Resources

Cash flow from operating activities for the first nine months ended September 27, 1997 was $9,655,000. The Company continues to depend on operating cash flow and the availability of its bank line of credit to provide short-term liquidity. Cash from operations and bank borrowing capacity are expected to provide sufficient liquidity to meet the Company's obligations during 1997.

The Company's bank credit agreement provides for a $40,000,000 unsecured revolving credit line with an expiration date of July 1, 1999. At September 27, 1997, the Company had $39,658,000 of unused lines of credit available. See Note 5 to the Notes to Consolidated Financial Statements.

The Company spent $5,701,000 on capital expenditures during the first nine months of 1997 and expects to spend approximately $8,000,000 for capital expenditures in 1997. The Company plans to make substantial capital expenditures in 1997 primarily for plant, machinery and equipment to support long-term aerospace structure contracts for both commercial and military aircraft. These expenditures are expected to place the Company in a favorable competitive position among aerospace subcontractors, and to allow the Company to take advantage of the offload requirements from its customers.

Ducommun's subsidiary, Aerochem, Inc. ("Aerochem"), is a major supplier of chemical milling services for the aerospace industry. Aerochem has been directed by California environmental agencies to investigate and take corrective action for groundwater contamination at its El Mirage, California facility (the "Site").

Aerochem expects to spend approximately $1 million for future investigation and corrective action at the Site, and the Company has established a provision for such costs. However, the Company's ultimate liability in connection with the Site will depend upon a number of factors, including changes in existing laws and regulations, and the design and cost of the construction, operation and maintenance of the correction action.

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	September 27, 1997	September 28, 1996
Basic earnings per share	$1.37	$.99
Diluted earnings per share	1.27	.83

Any forward looking statements made in this Form 10-Q Report involve risks and uncertainties. The Company's future financial results could differ materially from those anticipated due to the Company's dependence on conditions in the airline industry, the level of new commercial aircraft orders, the production rate for the Space Shuttle program, the level of defense spending, competitive pricing pressures, technology and product development risks and uncertainties, and other factors beyond the Company's control.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Inapplicable.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are filed with this report

27 Financial Data Schedule

(b) No reports on Form 8-K were filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DUCOMMUN INCORPORATED
(Registrant)

By: /s/ James S. Heiser

James S. Heiser
Vice President, Chief Financial Officer and General Counsel
(Duly Authorized Officer of the Registrant)

By: /s/ Samuel D. Williams

Samuel D. Williams
Vice President and Controller
(Chief Accounting Officer of the Registrant)

Date: October 20, 1997

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DEC-31-1997
JAN-01-1997
SEP-27-1997
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