
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 9, 2011

DUCOMMUN INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08174
(Commission
File Number)

95-0693330
(IRS Employer
Identification No.)

23301 Wilmington Avenue, Carson, California
(Address of principal executive offices)

90745-6209
(Zip Code)

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

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On February 9, 2011, the Compensation Committee of the Board of Directors (the “Compensation Committee”) of Ducommun Incorporated approved the 2011 Bonus Plan (the “Plan”) in the form attached hereto as Exhibit 99.1. The Plan is an annual cash bonus plan under which a bonus pool is funded based on the Company’s net income and cash flow relative to targets. Participants in the Plan are the chairman of the board, the chief executive officer, the other officers of the Company and six other key subsidiary officers. Bonus awards under the Plan range from zero to 180% of salary based on position. Bonus awards are subject to the approval of the Compensation Committee. Bonus awards are based on a combination of the Company’s financial performance and the individual performance of the officers. The Compensation Committee, in its discretion, may award bonuses even if the Plan’s financial targets are not achieved.

On February 9, 2011, the Compensation Committee awarded performance stock units to the executive officers of the Company in the following target amounts:

<u>Name</u>	<u>Position</u>	<u>Target No. of Performance Stock Units</u>
Joseph P. Bellino	Vice President and Chief Financial Officer	4,000
James S. Heiser	Vice President, General Counsel and Secretary	4,000
Michael G. Pollack	Vice President, Sales and Marketing	3,000
Anthony J. Reardon	President and Chief Executive Officer	10,000
Rose F. Rogers	Vice President, Human Resources	3,000
Samuel D. Williams	Vice President, Controller and Assistant Treasurer	3,000

The performance stock units generally vest at the end of the three-year performance period from January 1, 2011 to December 31, 2013 (the “Performance Period”) in amounts from 0% to 200% of the target units depending on the Company’s performance relative to two performance metrics during the Performance Period. The performance metrics, which are equally weighted, are: (i) the cumulative diluted earnings per share of the Company during the Performance Period (subject to certain adjustments), and (ii) the relative total shareholder return of the Company’s common stock compared to the SPADE Defense Index during the Performance Period. Upon vesting, one share of common stock of the Company will be issued for each vested performance stock unit. In the event that a change in control (as defined in the performance stock unit agreements) of the Company occurs, the target performance stock units will be deemed to have become fully vested immediately prior to the consummation of the change in control, provided, however, that the Compensation Committee of the Board of Directors may, in its discretion, increase (but not decrease) the number of performance stock units that are deemed to vest in the event of a change in control up to a maximum of 200% of the target performance stock units.

On February 9, 2011, the Compensation Committee awarded restricted stock units to the executive officers of the Company in the following amounts:

<u>Name</u>	<u>Position</u>	<u>No. of Restricted Stock Units</u>
Joseph P. Bellino	Vice President and Chief Financial Officer	2,000
James S. Heiser	Vice President, General Counsel and Secretary	2,000
Michael G. Pollack	Vice President, Sales and Marketing	1,500
Anthony J. Reardon	President and Chief Executive Officer	5,000
Rose F. Rogers	Vice President, Human Resources	1,500
Samuel D. Williams	Vice President, Controller and Assistant Treasurer	1,500

The restricted stock units generally vest one-third on each anniversary date of the grant so that they are fully vested on February 9, 2014. The restricted stock units also vest in the event of a change in control of the Company (as defined in the restricted stock unit agreements), or the death or permanent disability (as defined in the restricted stock unit agreements) of the executive officer.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 2011 Bonus Plan

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 hereunto duly authorized.

DUCOMMUN INCORPORATED

(Registrant)

Date: February 15, 2011

By: /s/ James S. Heiser

James S. Heiser

Vice President and General Counsel

DUCOMMUN INCORPORATED
2011 BONUS PLAN

PURPOSE: Reward achievement of Annual Operating Plan of Ducommun Incorporated (the "Company") to build profitability and provide competitive compensation levels.

CONCEPT: Bonus pool created by the Company's net income and cash flow from operating activities compared to Target.

PARTICIPANTS: Nine corporate officers and six key operating officers as set forth on Schedule A.

INCENTIVE AWARD RANGES: 0% to 180% of salary predicated on position.

INCENTIVE AWARD: Based on combination of:

1. Company performance compared to Target.
2. Individual manager performance.

APPROVAL: All awards to nine corporate officers and six key operating officers are subject to the approval of the Compensation Committee of the Board of Directors. All other awards are subject to the approval of the CEO.

DISCRETION: The Compensation Committee, in its discretion, may award bonuses even if financial targets are not met.

DUCOMMUN INCORPORATED
2011 BONUS PLAN
(in \$000s)

Definitions

Net Income = Ducommun consolidated net income excluding the following:

- (i) the effect of any changes in accounting principles that were not contemplated in the Company's annual operating plan on which the Target is based,
- (ii) any gain or loss on the sale of any business or product line,
- (iii) any asset impairment write-offs or charges (whether of goodwill, intangible or tangible assets), and
- (iv) the effects of Statement of Financial Accounting Standards No. 141R (Statement of Financial Accounting Standards No. 141 shall continue to be applied)

Cash Flow = Cash flow from operating activities (subject to the adjustment of Net Income as set forth above)

General

- No bonus will be paid to corporate or any subsidiary management unless Ducommun Net Income equals or exceeds 80% of Target.
- Bonus targets for the persons covered by this Plan are expressed as a percentage of 2011 salaries as set forth on Schedule A.
- Any person added to the Plan during the year must be approved by the CEO of Ducommun, and will be eligible to receive a pro rata bonus for the portion of the year employed.
- To be eligible to receive a bonus award, a person must be employed by Ducommun or a subsidiary on the date of payment of the 2011 bonus.
- All amounts shall be calculated after accrual of the bonuses.
- All bonus awards to the persons listed on Schedule A are subject to the approval and are at the discretion of the Compensation Committee of the Board of Directors of Ducommun. The Compensation Committee shall make all interpretations of this Plan, and shall have discretion to make exceptions or adjustments as it deems appropriate.

Bonus Pool

- A bonus pool shall be generated based one-half on the Net Income and one-half on the Cash Flow (each, a "Financial Metric") of the Company compared to Target as set forth on Schedule B.
- The bonus pool shall be calculated as follows:
 - Minimum or less = \$0
 - Target = sum of target bonus percentage multiplied by the salary* for all persons covered by this Plan ("Aggregate Target Bonuses").
 - Maximum = three times the Aggregate Target Bonuses

*Actual salary earned in 2011

- Shortfall in performance on one Financial Metric may be offset by over performance on the other Financial Metric. (For example, 90% of Target for Cash Flow and 110% of Target for Net Income creates a bonus pool equal to the Aggregate Target Bonuses.)
- All bonus pool amounts shall be calculated on a linear basis for performance between two data points.

Bonus Awards

- Individual bonus awards are based on:
 - Company Net Income and Cash Flow compared to Targets as set forth on Schedule B, and
 - Assessment of individual manager performance.
- Shortfall in performance on one Financial Metric may be offset by over performance on the other Financial Metric.
- Individual bonus awards generally are subject to adjustment based on individual manager performance so that the individual bonus award would be in the range of 80% to 150% of the amount that would have been awarded to an individual manager based on the Financial Metrics alone, provided, however, that in unusual circumstances the Compensation Committee, in its discretion, may make adjustments to individual manager awards that are greater than this range.