

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>REARDON ANTHONY J</u>			2. Issuer Name and Ticker or Trading Symbol <u>DUCOMMUN INC /DE/ [ DCO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>23301 WILMINGTON AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>CARSON</u>	<u>CA</u>	<u>90745</u>							
(City)	(State)	(Zip)							

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2017		M		11,000	A	\$24.9	128,924	D	
Common Stock	02/23/2017		M		5,500	A	\$25.51	134,424	D	
Common Stock	02/23/2017		M		28,125	A	\$22.84	162,549	D	
Common Stock	02/23/2017		F		39,067	D	\$31.4	123,482	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option - Right to Buy <sup>(1)</sup>	\$24.9	02/23/2017		M			11,000	03/18/2015 <sup>(2)</sup>	03/17/2021	Common Stock	11,000	\$0.00	11,000	D	
Option - Right to Buy <sup>(1)</sup>	\$25.51	02/23/2017		M			5,500	03/30/2016 <sup>(3)</sup>	03/29/2022	Common Stock	5,500	\$0.00	16,500	D	
Option - Right to Buy <sup>(1)</sup>	\$22.84	02/23/2017		M			28,125	07/31/2014 <sup>(4)</sup>	07/30/2020	Common Stock	28,125	\$0.00	9,375	D	

**Explanation of Responses:**

- The option represents the right to purchase common stock granted under the Ducommun Incorporated Employee Stock Option Plans, which are Rule 16b-3plans.
- The option vested or will vest as to 5,500 shares on each of March 18, 2015, 2016, 2017 and 2018.
- The option vested or will vest as to 5,500 shares on each of March 30, 2016, 2017, 2018, and 2019.
- The option vested or will vest as to 9,250 shares on each of July 31, 2014, 2015, 2016 and 2017.

**Remarks:**

Anthony J. Reardon 02/27/2017

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.