

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WILLIAMS SAMUEL D</u>  (Last) (First) (Middle) <u>DUCOMMUN INCORPORATED</u> <u>23301 WILMINGTON AVENUE</u>  (Street) <u>CARSON CA 90745-6209</u>  (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP &amp; Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2007</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2007		M		6,450	A	\$15.8	7,200	D	
Common Stock	05/02/2007		M		1,250	A	\$16.91	8,450	D	
Common Stock	05/02/2007		S		7,700	D	\$28.127	750	D	
Common Stock	05/03/2007		M		4,800	A	\$15.8	5,550	D	
Common Stock	05/03/2007		S		4,800	D	\$28	750	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>	\$15.8	05/02/2007		M			6,450	07/18/2004 <sup>(2)</sup>	07/16/2010	Common Stock	6,450	\$0	8,550	D	
Option-Right to Buy <sup>(1)</sup>	\$16.91	05/02/2007		M			1,250	06/30/2006	07/16/2010	Common Stock	1,250	\$0	3,750	D	
Option-Right to Buy <sup>(1)</sup>	\$15.8	05/03/2007		M			4,800	07/18/2005 <sup>(3)</sup>	07/16/2010	Common Stock	4,800	\$0	3,750	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-3 plans.
- The option became exercisable as to 3,750 shares on July 18, 2004 and 2,700 shares on July 18, 2005
- The option became exercisable as to 1,050 shares on July 18, 2005 and 3,750 shares on July 18, 2006

/s/ Samuel D. Williams

05/04/2007

\*\* 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.