

MCCLEAN MURRAY R
Form 4
July 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCLEAN MURRAY R

2. Issuer Name and Ticker or Trading Symbol
COMMERCIAL METALS CO
[CMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6565 N. MACARTHUR BLVD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

IRVING, TX 75039

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	07/02/2012		M	A	\$ 37,600	215,377	D
Common Stock	07/02/2012		D	D	\$ 36,189	179,188	D
Common Stock	07/02/2012		F	D	\$ 515	178,673	D
Common Stock	07/02/2012		D	D	\$ 14,698	163,975	D
Common Stock	07/02/2012		D	D	\$ 11,351	152,624	D

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Common Stock	07/02/2012		D	13,669	D	\$ 12.79	138,955	D
Common Stock	07/02/2012		D	7,761	D	\$ 12.79	131,194	D
Common Stock	07/02/2012		M	37,500	A	\$ 12.79	168,694	D
Common Stock	07/02/2012		M	37,500	A	\$ 12.79	206,194	D
Common Stock	07/02/2012		M	55,000	A	\$ 12.79	261,194	D
Common Stock	07/02/2012		M	21,290	A	\$ 12.79	282,484	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(1)</u>	07/02/2012		M	55,000	12/30/2011	06/03/2013	Common Stock	55,000
Restricted Stock Units	\$ 0	07/02/2012		M	21,290	12/30/2011	01/18/2014	Common Stock	21,290
Restricted Stock Units	<u>(1)</u>	07/02/2012		M	37,500	12/30/2011	06/03/2014	Common Stock	37,500
Restricted Stock Units	<u>(1)</u>	07/02/2012		M	37,500	12/30/2011	06/03/2014	Common Stock	37,500
Stock Appreciation Rights	\$ 12.31	07/02/2012		M	37,600	07/08/2006	07/08/2012	Common Stock	37,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLEAN MURRAY R 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039	X		Chairman of the Board	

Signatures

By: Rebecca N. Heffington For: Murray R.
McCLean

07/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The restricted stock units vest over four years in two vest periods: 50% after 2 years and the remaining 50% after four years.

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

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