COMMERCIAL METALS CO

Form 4 May 15, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287 January 31,

Expires:

2005

0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

RABIN STANLEY A

1. Name and Address of Reporting Person *

05/12/2006

05/12/2006

Stock

Stock

Common

				COMMERCIAL METALS CO [CMC]					(Check all applicable)			
(Last) (First) (Middle) 6565 N. MACARTHUR BLVD., SUITE 800				3. Date of Earliest Transaction (Month/Day/Year) 05/12/2006					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO; Director			
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
IRVING, TX 75039 (City) (State) (Zip)									Person			
	(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of, or Beneficially Owned				
(Instr. 3) any		emed on Date, if /Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	ties Form: Direct Indicated (D) or Ben Indirect (I) Owning (Instr. 4) (Instr. 4)				
					Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
	Common Stock	05/12/2006			S	100	D	\$ 56.07	927,289	D		
	Common Stock	05/12/2006			S	300	D	\$ 56.08	926,989	D		
	Common Stock	05/12/2006			S	600	D	\$ 56.09	926,389	D		
	Common	05/12/2006			S	100	D	\$ 56.1	026 280	D		

S

S

100

200

D

\$ 56.1 926,289

926,089

D

D

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Common Stock	05/12/2006	S	100	D	\$ 56.12	925,989	D
Common Stock	05/12/2006	S	100	D	\$ 56.13	925,889	D
Common Stock	05/12/2006	S	200	D	\$ 55.14	925,689	D
Common Stock	05/12/2006	S	200	D	\$ 56.15	925,489	D
Common Stock	05/12/2006	S	300	D	\$ 56.18	925,189	D
Common Stock	05/12/2006	S	300	D	\$ 56.21	924,889	D
Common Stock	05/12/2006	S	300	D	\$ 56.22	924,589	D
Common Stock	05/12/2006	S	100	D	\$ 56.23	924,489	D
Common Stock	05/12/2006	S	200	D	\$ 56.27	924,289	D
Common Stock	05/12/2006	S	200	D	\$ 56.28	924,089	D
Common Stock	05/12/2006	S	100	D	\$ 56.3	923,989	D
Common Stock	05/12/2006	S	300	D	\$ 56.33	923,689	D
Common Stock	05/12/2006	S	200	D	\$ 56.37	923,489	D
Common Stock	05/12/2006	S	100	D	\$ 56.39	923,389	D
Common Stock	05/12/2006	S	400	D	\$ 56.4	922,989	D
Common Stock	05/12/2006	S	100	D	\$ 56.48	922,889	D
Common Stock	05/12/2006	S	200	D	\$ 56.5	922,689	D
Common Stock	05/12/2006	S	100	D	\$ 56.58	922,589	D
Common Stock	05/12/2006	S	100	D	\$ 56.59	922,489	D
Common Stock	05/12/2006	S	100	D	\$ 56.61	922,389	D
	05/12/2006	S	100	D		922,289	D

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Common Stock					\$ 56.62		
Common Stock	05/12/2006	S	100	D	\$ 56.63	922,189	D
Common Stock	05/12/2006	S	100	D	\$ 56.69	922,089	D
Common Stock	05/12/2006	S	100	D	\$ 56.71	921,989	D
Common Stock	05/12/2006	S	1,400	D	\$ 57.69	920,589	D

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amount	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	re		Securiti	es	(Instr. 5)
	Derivative				Securities	S		(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								Α	Amount	
						Date	Expiration	0		
						Exercisable Date	Title N	Title Number		
						Excreisable	Duic	o		
				Code	V (A) (D)			S	Shares	

Reporting Owners

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
RABIN STANLEY A 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039	X		Chairman & CEO; Director				

Reporting Owners 3

Signatures

Stanley A. 05/15/2006 Rabin

**Signature of Date
Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 4