

MASSARO ANTHONY A
Form 4
January 24, 2006

FORM 4

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

OMB APPROVAL

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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 *
MASSARO ANTHONY A

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

372 W. ROYAL FLAMINGO DRIVE, BIRDKEY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SARASOTA, X1 34236

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/20/2006		M			13,120	A	\$ 7.55	19,120	D	
Common Stock	01/20/2006		M			6,000	A	\$ 7.55	25,120	D	
Common Stock	01/20/2006		M			6,000	A	\$ 9.024	31,120	D	
Common Stock	01/20/2006		M			17,076	A	\$ 9.024	48,196	D	
Common Stock	01/20/2006		S			10,796	D	\$ 41.4	37,400	D	

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Common Stock	01/20/2006	S	600	D	\$ 41.42	36,800	D
Common Stock	01/20/2006	S	900	D	\$ 41.43	35,900	D
Common Stock	01/20/2006	S	900	D	\$ 41.44	35,000	D
Common Stock	01/20/2006	S	28,900	D	\$ 41.45	6,100	D
Common Stock	01/20/2006	S	100	D	\$ 41.47	6,000	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 7.55	01/20/2006		M	13,120	01/23/2003	01/23/2010	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 7.55	01/20/2006		M	6,000	<u>(2)</u>	01/23/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.024	01/20/2006		M	6,000	01/24/2003 ⁽³⁾	01/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.024	01/20/2006		M	17,076	01/24/2002	01/24/2009	Common Stock

