COMMERCIAL METALS CO

Form 4

February 05, 2015

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUBOIS CAREY J			2. Issuer Name and Ticker or Trading Symbol COMMERCIAL METALS CO [CMC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 6565 N. MAC BLVD., SUIT		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015	Director 10% Owner Other (specify below) VICE PRESIDENT & TREASURER			
IRVING, TX	(Street) 75039		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 Person			

IRVING, TX 75039	
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(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative :	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	02/03/2015		Code V	Amount 10,000	(A) or (D)	Price \$ 0 (1)	Transaction(s) (Instr. 3 and 4) 29.691	D	
Stock Common Stock	02/03/2015		F	3,498		\$ 0 <u>©</u> \$ 14.37	•	D	
Common Stock	02/03/2015		M	1,474	A		27,667	D	
Common Stock	02/03/2015		F	465	D	\$ 14.37	27,202	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)		3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	02/03/2015		M		10,000	(2)	(2)	Common Stock	10,000	
Restricted Stock Units	\$ 0 (1)	02/03/2015		M		1,474	(3)	(3)	Common Stock	1,474	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUBOIS CAREY J 6565 N. MACARTHUR BLVD. SUITE 800

VICE PRESIDENT & TREASURER

Signatures

IRVING, TX 75039

By: Danna K Cary For: Carey J.
Dubois
02/05/2015

**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) Each restricted stock unit represents a contingent right to receive one share of CMC common stock.
- (2) Time-vested restricted stock units, cliff-vesting three years from the grant date of February 3, 2012.
- (3) This is the final vest of Mr. Dubois' award of restricted stock units ("RSU Awarded Units") under the 2006 Long-Term Equity Incentive Plan. The RSU Awarded Units vest and become payable as follows: (i) one-third of the total RSU Awarded Units on the first anniversary

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of the date of grant; (ii) one-third of the total RSU Awarded Units on the second anniversary of the date of grant; and (iii) one-third of the total RSU Awarded Units on the third anniversary of the date of grant.

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.