

COMMERCIAL METALS CO

Form SC 13G/A

June 15, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Commercial Metals Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

201723 10 3

(Cusip Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Moses Feldman

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
U.S.A.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
160,338

6. Shared Voting Power:
3,229,596

7. Sole Dispositive Power:
160,338

8. Shared Dispositive Power:
3,229,596

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,389,934*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):
11.9%*

12. Type of Reporting Person:
IN

*Includes (i) 144,300 shares of common stock owned of record by Moses Feldman, (ii) options to purchase 16,038 shares of common stock that are exercisable within 60 days of December 31, 2002, (iii) 1,167,382 shares of common stock owned by the Marital Trust under the Trust Indenture created by the Will of Jacob Feldman of which Moses Feldman is one of four trustees, (iv) 800,000 shares of common stock owned by Feldman Interests, Ltd., a family limited partnership of which Moses Feldman is the managing partner and (v) 1,262,214 shares of common stock owned by The Feldman Foundation, a Texas non-profit corporation, of which Moses Feldman is one of three directors. Moses Feldman disclaims beneficial ownership as to all shares held by The Feldman Foundation and the Marital Trust, as well as to 616,000 of the 800,000 shares held by Feldman Interests, Ltd.

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Introductory Note

This Amendment No. 2 to Schedule 13G (this Amendment) amends the Schedule 13G filed by Moses Feldman with the Securities and Exchange Commission (SEC) on March 13, 1998 relating to the common stock of Commercial Metals Company, as amended by Amendment No. 1 to Schedule 13G filed with the SEC on September 24, 2003 (as previously amended, the Filing). The main purpose of this Amendment is to amend and restate the information contained in Item 4 of the Filing to reflect additional ownership information as of December 31, 2002.

Item 1(a) Name of Issuer:

Commercial Metals Company

Item 1(b) Address of Issuer s Principal Executive Offices:

6565 N. MacArthur Blvd., Suite 800
Irving, Texas 75039

Item 2(a) Name of Person Filing:

Moses Feldman

Item 2(b) Address of Principal Business Office:

841 Andorra Road
Lafayette Hill, PA 19444

Item 2(c) Citizenship:

U. S. A.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP No:

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Item 3 Status of Person Filing:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

- (a) Amount beneficially owned: 3,389,934*
- (b) Percent of Class: 11.9%*
- (c) Number of shares as to which each person has:
 - (i) sole power to vote or to direct the vote: 160,338
 - (ii) shared power to vote or to direct the vote: 3,229,596
 - (iii) sole power to dispose or to direct the disposition of: 160,338
 - (iv) shared power to dispose or to direct the disposition of: 3,229,596

*Includes (i) 144,300 shares of common stock owned of record by Moses Feldman, (ii) options to purchase 16,038 shares of common stock that are exercisable within 60 days of December 31, 2002, (iii) 1,167,382 shares of common stock owned by the Marital Trust under the Trust Indenture created by the Will of Jacob Feldman of which Moses Feldman is one of four trustees, (iv) 800,000 shares of common stock owned by Feldman Interests, Ltd., a family limited partnership of which Moses Feldman is the managing partner and (v) 1,262,214 shares of common stock owned by The Feldman Foundation, a Texas non-profit corporation, of which Moses Feldman is one of three directors. Moses Feldman disclaims beneficial ownership as to all shares held by The Feldman Foundation and the Marital Trust, as well as to 616,000 of the 800,000 shares held by Feldman Interests, Ltd.

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Item 5 Ownership of 5% or Less of a Class:

Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 14, 2004

/s/ Moses Feldman

Moses Feldman