Edgar Filing: COMMERCIAL METALS CO - Form 4

COMMERCI Form 4 May 25, 2006	AL METALS CO)									
FORM	Λ									PPROVAL	
-	UNITED S	Washington, D.C. 20549								3235-0287	
Check this if no longe	~**								Expires:	January 31, 2005	
subject to Section 16	SIAIEM . 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								average Irs per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 n	0.5			
(Print or Type R	esponses)										
SUDBURY DAVID M Symbol COM			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. MA BLVD., SUI	CARTHUR	(Mo		Earliest Tra 1y/Year) 06	insaction			Director X Officer (give below) V.P., S			
(Street) 4. If Amer				f Amendment, Date Original d(Month/Day/Year)				6 Individual or Joint/Group Filing/Chark			
								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVING, TX	K 75039							Form filed by M Person	Iore than One Ro	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securi	ties Aco	quired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		Date, ifTransactionAcquired (A) or CodeCodeDisposed of (D)y/Year)(Instr. 8)(Instr. 3, 4 and 5))	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
				Code V		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/23/2006			А	4,800 (1)	А	\$0	518,764	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transact Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Stock Appreciation Rights	\$ 24.57	05/23/2006		А	15,500 (2)	05/23/2007	05/23/2013	Common Stock	15,5

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SUDBURY DAVID M 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039			V.P., Secy. & Gen. Cnsl				
Signatures							
David M							

David M. 05/24/2006 Sudbury

<u>**</u>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) Award of restricted stock under 1996 Long-Term Incentive Plan. Restrictions lapse as to one-third of shares after one year, one-third after second year and as to remainder after three years.
- (2) Stock Appreciation Rights issued under the 1996 Long-Term Incentive Plan. Rights vest as to one-third after one year; one-third after two years and the remainder after the third year.

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. vest upon achievement of certain milestones.(3)Subject to stockholder approval of the option grant, the option will vest and be exercisable with respect to: (i) 25% of the underlying shares as of the grant date (January 13, 2019), (ii) 50% of the underlying shares over a two-year period (vesting ratably quarterly) from June 27, 2018, and (iii) 25% of the underlying shares upon achievement of certain milestones. If the option grant is not approved by stockholders, then the option will not be exercisable. 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.