

COMMERCIAL METALS CO
Form 4
August 11, 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 *
RABIN STANLEY 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)
6565 N. MACARTHUR BLVD., SUITE 800

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO; Dir.

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	08/11/2006		S	500	D \$ 22.95	1,901,869	D	
Common Stock	08/11/2006		S	200	D \$ 22.96	1,901,669	D	
Common Stock	08/11/2006		S	600	D \$ 23.02	1,901,069	D	
Common Stock	08/11/2006		S	100	D \$ 23.04	1,900,969	D	
Common Stock	08/11/2006		S	200	D \$ 23.05	1,900,769	D	

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Common Stock	08/11/2006	S	600	D	\$ 23.06	1,900,169	D
Common Stock	08/11/2006	S	200	D	\$ 23.08	1,899,969	D
Common Stock	08/11/2006	S	400	D	\$ 23.09	1,899,569	D
Common Stock	08/11/2006	S	400	D	\$ 23.1	1,899,169	D
Common Stock	08/11/2006	S	800	D	\$ 23.11	1,898,369	D
Common Stock	08/11/2006	S	200	D	\$ 23.12	1,898,169	D
Common Stock	08/11/2006	S	600	D	\$ 23.14	1,897,569	D
Common Stock	08/11/2006	S	200	D	\$ 23.15	1,897,369	D
Common Stock	08/11/2006	S	500	D	\$ 23.2	1,896,869	D
Common Stock	08/11/2006	S	700	D	\$ 23.21	1,896,169	D
Common Stock	08/11/2006	S	900	D	\$ 23.26	1,895,269	D
Common Stock	08/11/2006	S	200	D	\$ 23.28	1,895,069	D
Common Stock	08/11/2006	S	900	D	\$ 23.29	1,894,169	D
Common Stock	08/11/2006	S	300	D	\$ 23.3	1,893,869	D
Common Stock	08/11/2006	S	400	D	\$ 23.32	1,893,469	D
Common Stock	08/11/2006	S	100	D	\$ 23.33	1,893,369	D
Common Stock	08/11/2006	S	200	D	\$ 23.36	1,893,169	D
Common Stock	08/11/2006	S	500	D	\$ 23.38	1,892,669	D
Common Stock	08/11/2006	S	300	D	\$ 23.4	1,892,369	D
Common Stock	08/11/2006	S	1,700	D	\$ 23.5	1,890,669	D

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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)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Owned.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for RABIN STANLEY A, 6565 N. MACARTHUR BLVD., SUITE 800, IRVING, TX 75039, Chairman & CEO; Dir.

Signatures

STANLEY A. RABIN, 08/11/2006, **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).
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