

COMMERCIAL METALS CO

Form 4

May 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)
05/09/2008

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

IRVING, TX 75039

(City) (State) (Zip)

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

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	05/09/2008		S		100 <u>(1)</u>	D	\$ 31.68	1,842,753	D
Common Stock	05/09/2008		S		1,100 <u>(1)</u>	D	\$ 31.67	1,841,653	D
Common Stock	05/09/2008		S		200 <u>(1)</u>	D	\$ 31.43	1,841,453	D
Common Stock	05/09/2008		S		100 <u>(1)</u>	D	\$ 31.4	1,841,353	D
Common Stock	05/09/2008		S		100 <u>(1)</u>	D	\$ 31.2	1,841,253	D

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Common Stock	05/09/2008	S	1,700 <u>(1)</u>	D	\$ 31.19	1,839,553	D
Common Stock	05/09/2008	S	600 <u>(1)</u>	D	\$ 31.18	1,838,953	D
Common Stock	05/09/2008	S	300 <u>(1)</u>	D	\$ 31.15	1,838,653	D
Common Stock	05/09/2008	S	1,100 <u>(1)</u>	D	\$ 31.14	1,837,553	D
Common Stock	05/09/2008	S	1,100 <u>(1)</u>	D	\$ 31.12	1,836,453	D
Common Stock	05/09/2008	S	700 <u>(1)</u>	D	\$ 31.11	1,835,753	D
Common Stock	05/09/2008	S	12,000 <u>(1)</u>	D	\$ 31.1	1,823,753	D
Common Stock	05/09/2008	S	200 <u>(1)</u>	D	\$ 31.09	1,823,553	D
Common Stock	05/09/2008	S	100 <u>(1)</u>	D	\$ 31.08	1,823,453	D
Common Stock	05/09/2008	S	500 <u>(1)</u>	D	\$ 31.07	1,822,953	D
Common Stock	05/09/2008	S	300 <u>(1)</u>	D	\$ 31.06	1,822,653	D
Common Stock	05/09/2008	S	400 <u>(1)</u>	D	\$ 31.05	1,822,253	D
Common Stock	05/09/2008	S	300 <u>(1)</u>	D	\$ 31.04	1,821,953	D
Common Stock	05/09/2008	S	600 <u>(1)</u>	D	\$ 31.03	1,821,353	D
Common Stock	05/09/2008	S	2,600 <u>(1)</u>	D	\$ 31.02	1,818,753	D
Common Stock	05/09/2008	S	100 <u>(1)</u>	D	\$ 31.01	1,818,653	D
Common Stock	05/09/2008	S	3,400 <u>(1)</u>	D	\$ 31	1,815,253	D
Common Stock	05/09/2008	S	2,000 <u>(1)</u>	D	\$ 30.92	1,813,253	D
Common Stock	05/09/2008	S	400 <u>(1)</u>	D	\$ 30.88	1,812,853	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

SEC 1474
(9-02)

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. 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RABIN STANLEY A 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039	X

Signatures

STANLEY A.
RABIN 05/12/2008

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) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on January 27, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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