

COMMERCIAL METALS CO

Form 4

May 16, 2008

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUDBURY DAVID M2. 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 8003. Date of Earliest Transaction
(Month/Day/Year)
05/14/2008☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SrVP, Secy. & Gen. Cnsl

(Street)

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

IRVING, TX 75039

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/14/2008		M		30,800	A	\$ 7.782	547,749	D
Common Stock	05/14/2008		F		6,275	D	\$ 33.89	541,474	D
Common Stock	05/14/2008		S		13,900	D	\$ 34.1	527,574	D
Common Stock	05/14/2008		S		3,300	D	\$ 34.11	524,274	D
Common Stock	05/14/2008		S		1,500	D	\$ 34.12	522,774	D

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Common Stock	05/15/2008	S	5,300	D	\$ 34.15	517,474	D
Common Stock	05/16/2008	S	200	D	\$ 34.77	517,274	D
Common Stock	05/16/2008	S	125	D	\$ 34.78	517,149	D
Common Stock	05/16/2008	S	200	D	\$ 34.785	516,949	D

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

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(9-02)

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 7.782	05/14/2008		M	30,800	03/05/2005 03/05/2011	Common Stock 30

Reporting Owners

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

Signatures

DAVID M.
SUDBURY 05/16/2008

**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).

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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