#### COMMERCIAL METALS CO

Form 4

October 24, 2013

## FORM 4

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

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUBOIS CAREY J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			COMMERCIAL METALS CO [CMC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
6565 N. MACARTHUR BLVD., SUITE 800			10/22/2013	below) below) VICE PRESIDENT & TREASURER		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVING, TX	X 75039		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d of (D)	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)
Common Stock	10/22/2013		A A	Amount 8,025	A	\$ 0	9,016	D	
Common Stock	10/23/2013		M	2,620	A	\$ 17.61	11,636	D	
Common Stock	10/23/2013		F	717	D	\$ 17.61	10,919	D	

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)

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. Transactic Code (Instr. 8)	FransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 (1)	10/22/2013		A	6,055		<u>(1)</u>	08/31/2016	Common Stock
Restricted Stock Units	\$ 0	10/23/2013		M		2,620	10/23/2013(2)	10/23/2015	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUBOIS CAREY J 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039

VICE PRESIDENT & TREASURER

## **Signatures**

By: Danna K. Cary For: Carey J. Dubois

10/24/2013

\*\*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 PSU award will vest at 75% if certain financial criteria are met. The remaining 25% will vest relative to Total Shareholder Return measured over a three-year performance period for the Company against its Performance Peer Group.
  - Award of restricted stock units under the 2013 Long-Term Equity Incentive Plan. Each restricted stock Unit represents a contingent right to receive one share of CMC common stock. The restricted stock units ("RSU Awarded Units") vest and become payable as follows: (i)
- (2) one-third of the total RSU Awarded Units on the first anniversary of the date of grant; (ii) one-third of the total RSU Awarded Units on the second anniversary of the date of grant, and (iii) one-third of the total RSU Awarded Units on the third anniversary of the date of grant.

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.

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