

Alleman James B  
Form 4  
May 02, 2013

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Alleman James B

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)  
04/30/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SrVP, HR and Org. Dev.

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 15,000 | A \$ 14.62       | 38,097                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/30/2013                           |                                                    | D                              |                                                                   | 4,179  | D \$ 14.62       | 33,918                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 735    | A \$ 14.62       | 34,653                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/30/2013                           |                                                    | D                              |                                                                   | 275    | D \$ 14.62       | 34,378                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 1,965  | A \$ 14.62       | 36,343                                                                                        | D                                                        |                                                       |

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|              |            |                  |       |   |          |        |   |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 04/30/2013 | D                | 734   | D | \$ 14.62 | 35,609 | D |
| Common Stock | 04/30/2013 | M <sup>(1)</sup> | 3,760 | A | \$ 14.62 | 39,369 | D |
| Common Stock | 04/30/2013 | D                | 1,405 | D | \$ 14.62 | 37,964 | 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.**

SEC 1474  
(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 Underlying (Instr. 3 and 4) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                         | Expiration Date | Title        |
| Restricted Stock Units                     | \$ 0                                                   | 04/30/2013                           |                                                    | M                              |                                                                                         | 735                                                      |     | 04/30/2013 <sup>(1)</sup>                | 01/18/2014      | Common Stock |
| Restricted Stock Units                     | \$ 0                                                   | 04/30/2013                           |                                                    | M                              |                                                                                         | 15,000                                                   |     | 06/03/2012 <sup>(1)</sup>                | 06/03/2014      | Common Stock |
| Restricted Stock Units                     | \$ 0                                                   | 04/30/2013                           |                                                    | M                              |                                                                                         | 1,965                                                    |     | 04/30/2013 <sup>(1)</sup>                | 11/23/2014      | Common Stock |
| Restricted Stock Units                     | \$ 0                                                   | 04/30/2013                           |                                                    | M                              |                                                                                         | 3,760                                                    |     | 04/30/2013 <sup>(1)</sup>                | 10/23/2015      | Common Stock |
| Stock Appreciation Rights                  | \$ 11.6                                                | 04/30/2013                           |                                                    | A                              |                                                                                         | 9,775                                                    |     | 04/30/2013 <sup>(2)</sup>                | 04/30/2013      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| Alleman James B<br>6565 N. MACARTHUR BLVD.<br>SUITE 800<br>IRVING, TX 75039 | SrVP, HR and Org. Dev.           |

## Signatures

By: Ann J. Bruder For: James B.  
Alleman

05/02/2013

\_\_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).

Award of restricted stock units under the 2006 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)

- (1) 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.
- (2) Stock Appreciation Rights vest one-half at the end of the second year from date of grant and one-half at the end of the third year from date of grant. These will expire after seven year from date of grant. These SARs will be settled 100% in stock.

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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