COMMERCIAL METALS CO

Form 4

January 12, 2007

FORM 4

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

OMB Number:

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0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LARSON WILLIAM B Issuer Symbol COMMERCIAL METALS CO (Check all applicable) [CMC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 6565 N. MACARTHUR 01/11/2007 V.P. & Chief Financial Officer **BLVD., SUITE 800** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVING, TX 75039** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 5. Amount of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price \$ Common 01/11/2007 800 (1) A A 17.92 194,891.78 D Stock (2) Common 7,464 Ι by Trust Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5. 6. Date Exercisable and		7. Title and		8. Price of	9	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date A		Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying		Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2		Securit	ies	(Instr. 5)]
	Derivative		Securities			(Instr.		(
	Security				Acquired (A) or						J
											J
		Disposed								-	
					of (D) (Instr. 3,						(
					4, and 5)						
									Amount		
									or		
						Date Expiration			Number		
						Exercisable Date	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARSON WILLIAM B 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039

V.P. & Chief Financial Officer

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

By: David M. Sudbury For: William B.
Larson 01/12/2007

**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) Shares purchased under the Company's General Employee Stock Purchase Plan after adjustment for the 2 for 1 stock split in the form of a stock dividend issued to shareholders of record May 8, 2006 and distributed May 22, 2006.
- (2) The per share price has been adjusted to reflect the per share price resulting from the 2 for 1 stock split distributed May 22, 2006 to shareholders of record May 8, 2006.

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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