

COMMERCIAL METALS CO
Form 4
October 24, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Porter Tracy L

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR VP & PRESIDENT CMC AMERICAS

6565 N. MACARTHUR BLVD., SUITE 800
(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/22/2014 | | F | 3,853 | D \$ 15.7 | 23,699 ⁽¹⁾ | I by Trust II |
| Common Stock | 10/23/2014 | | M | 10,263 | A \$ 0 ⁽²⁾ | 33,962 | I by Trust II |
| Common Stock | 10/23/2014 | | F | 4,306 | D \$ 16.01 | 29,656 | I by Trust II |
| Common Stock | | | | | | 5,675 | D |
| Common Stock | | | | | | 74,420 | I by Trust |

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 10/23/2014 | | M | 10,263 | 10/23/2014 ⁽³⁾ 10/23/2015 | Common Stock | 10,263 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Porter Tracy L 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039 | | | SR VP & PRESIDENT CMC AMERICAS | |

Signatures

By: Danna K Cary For: Tracy L. Porter
Date: 10/24/2014

__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) Reflects the transfer of 27,552 shares into Trust II on June 4, 2014. The transfer of shares to the trust effected only a change in form of beneficial ownership without changing Mr. Porter's pecuniary interest in such shares and is, therefore, being voluntarily reported herein.
 - (2) Each restricted stock unit represents a contingent right to receive one share of CMC common stock.
- This is the second vest of an award of restricted stock units (RSUs) under the 2006 Long-Term Equity Incentive Plan. The RSUs vest and become payable as follows: (i) one-third of the total RSUs on the first anniversary of the date of grant; (ii) one-third of the total RSUs on the second anniversary of the date of grant; and (iii) one-third of the total RSUs 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.

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