COMMERCIAL METALS CO

Form 4

October 19, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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 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 * RABIN STANLEY A

(First)

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

COMMERCIAL METALS CO

(Check all applicable)

[CMC]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year)

10/17/2007

below)

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)

X Form filed by One Reporting Person _ Form filed by More than One Reporting

IRVING. TX 75039

Stock

IK V II (O, 12	Person										
(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acq				uired, 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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)				
Common Stock	10/17/2007		S	500	D	\$ 33.44	1,911,231	D			
Common Stock	10/17/2007		S	300	D	\$ 33.43	1,910,931	D			
Common Stock	10/17/2007		S	600	D	\$ 33.42	1,910,331	D			
Common Stock	10/17/2007		S	1,500	D	\$ 33.41	1,908,831	D			
Common	10/17/2007		S	500	D	\$ 33.4	1,908,331	D			

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Common Stock	10/17/2007	S	700	D	\$ 33.39	1,907,631	D
Common Stock	10/17/2007	S	400	D	\$ 33.38	1,907,231	D
Common Stock	10/17/2007	S	300	D	\$ 33.37	1,906,931	D
Common Stock	10/17/2007	S	1,500	D	\$ 33.36	1,905,431	D
Common Stock	10/17/2007	S	2,100	D	\$ 33.35	1,903,331	D
Common Stock	10/17/2007	S	800	D	\$ 33.34	1,902,531	D
Common Stock	10/17/2007	S	382	D	\$ 33.33	1,902,149	D
Common Stock	10/17/2007	S	800	D	\$ 33.32	1,901,349	D
Common Stock	10/17/2007	S	600	D	\$ 33.31	1,900,749	D
Common Stock	10/17/2007	S	800	D	\$ 33.3	1,899,949	D
Common Stock	10/17/2007	S	1,300	D	\$ 33.29	1,898,649	D
Common Stock	10/17/2007	S	400	D	\$ 33.28	1,898,249	D
Common Stock	10/17/2007	S	600	D	\$ 33.26	1,897,649	D
Common Stock	10/17/2007	S	400	D	\$ 33.25	1,897,249	D
Common Stock	10/17/2007	S	500	D	\$ 33.23	1,896,749	D
Common Stock	10/17/2007	S	300	D	\$ 33.22	1,896,449	D
Common Stock	10/17/2007	S	100	D	\$ 33.21	1,896,349	D
Common Stock	10/17/2007	S	500	D	\$ 33.19	1,895,849	D
Common Stock	10/17/2007	S	100	D	\$ 33.1	1,895,749	D
Common Stock	10/18/2007	G	6,000	D	\$ 0	1,889,749	D

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

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SEC 1474 (9-02)

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

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	•				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

RABIN STANLEY A
6565 N. MACARTHUR BLVD.
SUITE 800
IRVING, TX 75039

Signatures

By: David M. Sudbury For: Stanley A.
Rabin
10/19/2007

**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).

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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