

COMMERCIAL METALS CO
Form 4
September 04, 2013

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 *
GAJDOS LUDOVIT

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)
08/31/2013

____ Director
 Officer (give title below) _____ Other (specify below)
VP CMC & Pres. CMC Europe

IRVING, TX 75039

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/31/2013 | | M ⁽¹⁾ | A | \$ 14.88 | 70,980 | D |
| Common Stock | 08/31/2013 | | M ⁽²⁾ | A | \$ 14.88 | 72,697 | D |
| Common Stock | 08/31/2013 | | M ⁽²⁾ | A | \$ 14.88 | 75,675 | D |
| Common Stock | 08/31/2013 | | M ⁽²⁾ | A | \$ 14.88 | 79,848 | D |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 08/31/2013 | | M | 1,717 (2) | 08/31/2013 01/18/2014 | Common Stock 1,717 |
| Restricted Stock Units | \$ 0 | 08/31/2013 | | M | 16,500 (1) | 06/03/2014 06/03/2014 | Common Stock 16,500 |
| Restricted Stock Units | \$ 0 | 08/31/2013 | | M | 2,978 (2) | 08/31/2013 11/23/2014 | Common Stock 2,978 |
| Restricted Stock Units | \$ 0 | 08/31/2013 | | M | 4,173 (2) | 08/31/2013 10/23/2015 | Common Stock 4,173 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAJDOS LUDOVIT 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039 | | | VP CMC & Pres. CMC Europe | |

Signatures

By: Danna Cary For: Ludovit Gajdos 09/04/2013

**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 restricted stock units vest over four years in two vest periods: 50% after 2 years and the remaining 50% after four years.

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)

(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.

(3) This award was accelerated at retirement and prorated as of the exit date. These shares were forfeited.

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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