

Alleman James B
Form 4
May 02, 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 *
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)

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

(Last) (First) (Middle)

6565 N. MACARTHUR BLVD., SUITE 800

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2013

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2013		M ⁽¹⁾		15,000	A	\$ 14.62
Common Stock	04/30/2013		D		4,179	D	\$ 14.62
Common Stock	04/30/2013		M ⁽¹⁾		735	A	\$ 14.62
Common Stock	04/30/2013		D		275	D	\$ 14.62
Common Stock	04/30/2013		M ⁽¹⁾		1,965	A	\$ 14.62

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Common Stock	04/30/2013	D	734	D	\$ 14.62	35,609	D
Common Stock	04/30/2013	M ⁽¹⁾	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.

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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 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 ⁽¹⁾ 01/18/2014	Common Stock
Restricted Stock Units	\$ 0	04/30/2013		M		15,000	06/03/2012 ⁽¹⁾ 06/03/2014	Common Stock
Restricted Stock Units	\$ 0	04/30/2013		M		1,965	04/30/2013 ⁽¹⁾ 11/23/2014	Common Stock
Restricted Stock Units	\$ 0	04/30/2013		M		3,760	04/30/2013 ⁽¹⁾ 10/23/2015	Common Stock
Stock Appreciation Rights	\$ 11.6	04/30/2013		A		9,775	04/30/2013 ⁽²⁾ 04/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Alleman James B 6565 N. MACARTHUR BLVD. SUITE 800 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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