

COMMERCIAL METALS CO  
Form 4  
December 16, 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 \*  
**KELSON RICHARD B**

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)  
**04/01/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify 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)

**IRVING, TX 75039**

(City) (State) (Zip)

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 or Price (A) or (D)  |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/01/2012                           |  | A                              |   | 1,018 A \$ 13.52  | 6,018  | D                                 |
| Common Stock <sup>(2)</sup>     | 04/25/2012                           |  | A                              |   | 8 A \$ 14.57  | 6,026  | D                                 |
| Common Stock <sup>(1)</sup>     | 07/01/2012                           |  | A                              |   | 1,184 A \$ 11.62  | 7,210  | D                                 |
| Common Stock <sup>(2)</sup>     | 08/31/2012                           |  | A                              |   | 23 A \$ 11.81   | 7,233  | D                                 |
| Common Stock <sup>(1)</sup>     | 10/01/2012                           |  | A                              |   | 1,066 A \$ 12.91  | 8,299  | D                                 |

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|                         |            |  |   |       |   |          |        |   |
|-------------------------|------------|--|---|-------|---|----------|--------|---|
| Common Stock <u>(2)</u> | 11/30/2012 |  | A | 27    | A | \$ 14.4  | 8,326  | D |
| Common Stock <u>(1)</u> | 01/02/2013 |  | A | 1,959 | A | \$ 15.57 | 10,285 | D |
| Common Stock <u>(2)</u> | 01/16/2013 |  | A | 41    | A | \$ 15.3  | 10,326 | D |
| Common Stock <u>(3)</u> | 01/25/2013 |  | A | 6,035 | A | \$ 0     | 16,361 | D |
| Common Stock <u>(1)</u> | 04/01/2013 |  | A | 1,991 | A | \$ 15.32 | 18,352 | D |
| Common Stock <u>(2)</u> | 04/05/2013 |  | A | 111   | A | \$ 14.41 | 18,463 | D |
| Common Stock <u>(1)</u> | 07/01/2013 |  | A | 2,064 | A | \$ 14.78 | 20,527 | D |
| Common Stock <u>(2)</u> | 07/05/2013 |  | A | 129   | A | \$ 14.4  | 20,656 | D |
| Common Stock <u>(1)</u> | 10/01/2013 |  | A | 1,826 | A | \$ 16.7  | 22,482 | D |
| Common Stock <u>(2)</u> | 11/04/2013 |  | A | 114   | A | \$ 18.46 | 22,596 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KELSON RICHARD B<br>6565 N. MACARTHUR BLVD.<br>SUITE 800<br>IRVING, TX 75039 | X             |           |         |       |

## Signatures

By: Danna K. Cary For: Richard B.  
Kelson

12/16/2013

\_\_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) Represents cash retainer deferred into restricted stock units that vest on a 1:1 basis solely in common stock and shall be distributed in a lump sum payment not more than sixty (60) days immediately following termination of service as a Director of the Company ("RSUs").
  - (2) Represents dividend equivalents deemed deferred into additional "RSUs".
  - (3) Represents grant of "RSUs".

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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