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COMMERCIAL Form 4 May 22, 2008	METALS C	20								
								OMB A	PPROVAL	
FORM 4	UNITED	STATES		RITIES . shingtor			E COMMISSION	OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31,	
subject to Section 16. Form 4 or				SECU	WNERSHIP OF	Estimated burden hou response	urs per			
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	Itility Ho	lding Co		ange Act of 1934, t of 1935 or Sectio 1940	on		
(Print or Type Respondence)	onses)									
1. Name and Address of Reporting Person <u>*</u> FEDERLE LOUIS A			2. Issuer Name and Ticker or Trading Symbol			-	5. Relationship of Reporting Person(s) to Issuer			
		COMMERCIAL METALS CO [CMC]				(Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008				Director		% Owner	
6565 N. MACAI BLVD., SUITE							XOfficer (give titleOther (specify below) below) Treasurer			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	 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 75	039						Form filed by I Person	More than One R	eporting	
(City) ((State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
		saction Date 2A. Deemed (/Day/Year) Execution Dat any (Month/Day/Y		Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities I Beneficially (Owned	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						(A) or	Reported Transaction(s)	()		
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report on	n a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforr requi	nation con red to resp ays a curre	spond to the collect nained in this form bond unless the for ently valid OMB cor	are not m	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	r Beneficially Owned securities)			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) A or (I (I	Securities Acquired or Dispose D) Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)	(Instr. 3 and	4)
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights	\$ 35.38	05/20/2008		А	1	13,000		05/20/2009(1)	05/20/2015	Common Stock	1:

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FEDERLE LOUIS A 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039			Treasurer					
Signatures								
By: David M. Sudbury For: Louis Federle	s A.	A. 05/22/2008						
**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) Stock Appreciation Rights issued under the 2006 Long-Term Equity Incentive Plan. Rights vest as to one-third after one year; one-third after two years and the remainder after the third year.

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.