COMMERCIAL METALS CO

Form 4

October 24, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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)

(Last)

| 1. Name and Address of Reporting Person | ì |
|---|---|
| HICKEY ADAM R | |

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

COMMERCIAL METALS CO

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

[CMC]

3. Date of Earliest Transaction

(Month/Day/Year) 09/23/2013

Director 10% Owner

(Check all applicable)

VICE PRESIDENT & CONTROLLER OF

_X__ Officer (give title _ 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)

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

IRVING, TX 75039

| | | | | | | | reison | | | |
|--------------------------------------|---|---|---|-------------|-----------|-------------|--|--|---|--|
| (City) | (State) | (Zip) Tabl | Table I - Non-Derivative Securities Acq | | | | quired, 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) | str. 8) (A) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 09/23/2013 | | G | 20 | D | \$0 | 5,538 <u>(1)</u> | D | | |
| Common Stock | 10/22/2013 | | A | 7,550 | A | \$0 | 13,088 | D | | |
| Common Stock | 10/23/2013 | | M | 2,123 | A | \$ 17.61 | 15,211 | D | | |
| Common Stock | 10/23/2013 | | F | 581 | D | \$ 17.61 | 14,630 | D | | |
| Common Stock | 09/23/2013 | | G | 20 | A | \$ 0 | 140 (1) | I | Custodial Minor | |

Edgar Filing: COMMERCIAL METALS CO - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisab Expiration Date (Month/Day/Year | 7. Title and A Underlying So (Instr. 3 and 4 | | |
|---|---|--------------------------------------|---|---|-------|---|--|-----------------|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares | \$ 0 (2) | 10/22/2013 | | A | 5,551 | (D) | (2) | 08/31/2016 | Common Stock |
| Restricted Stock Units | \$ 0 | 10/23/2013 | | M | | 2,123 | 10/23/2013(3) | 10/23/2015 | Common Stock |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HICKEY ADAM R 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039

VICE PRESIDENT & CONTROLLER OF

Signatures

By: Danna K. Cary For: Adam R. Hickey

**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 the transfer of 10 shares each to individual accounts for his son and daughter, in which Mr. Hickey is custodian, under the Uniform Transfer to Minors Act. There are now 80 shares in his son's account and 60 shares in his daughter's account.
- (2) The PSU award will vest at 75% if certain financial criteria are met. The remaining 25% will vest relative to Total Shareholder Return measured over a three-year performance period for the Company against its Performance Peer Group.
- (3) Award of restricted stock units under the 2013 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)

Reporting Owners 2

Edgar Filing: COMMERCIAL METALS CO - Form 4

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.

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.