COMMERCIAL METALS CO
Form 4
January 03, 2005

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 *
FELDMAN MOSES

(Last) (First) (Middle)

841 ANDORRA ROAD

(Street)

LAFAYETTE HILL, PA 19444

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMMERCIAL METALS CO [CMC]

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2004		S		1,400 (1)	D	$ 25.01 (2)	1,273,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		2,000 (1)	D	$ 25.015 (2)	1,271,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		1,000 (1)	D	$ 25.02 (2)	1,270,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		400 (1)	D	$ 25.025 (2)	1,270,364 (3)	I	by Trust (4)
	12/30/2004		S			D		1,268,364 (3)	I	

Common Stock					2,000 (1)		$ 25.03 (2)			by Trust (4)
Common Stock	12/30/2004		S		5,000 (1)	D	$ 25.035 (2)	1,263,364 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		600 (1)	D	$ 25.045 (2)	1,262,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		1,800 (1)	D	$ 25.05 (2)	1,260,964 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		200 (1)	D	$ 25.055 (2)	1,260,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		5,800 (1)	D	$ 25.06 (2)	1,254,964 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		4,000 (1)	D	$ 25.065 (2)	1,250,964 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		200 (1)	D	$ 25.07 (2)	1,250,764 (3)	I	by Trust (4)
Common Stock	12/30/2004		S		4,000 (1)	D	$ 25.085 (2)	1,246,764 (3)	I	by Trust (4)
Common Stock								222,176	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEDLMAN MOSES 841 ANDORRA ROAD LAFAYETTE HILL, PA 19444	X			

Signatures

By: REBECCA N. HEFFINGTON For: MOSES FELDMAN	01/03/2005
**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)** Includes the additional shares to be delivered to the buyer pursuant to due bills attributable to the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.
- **(2)** The per share price has been adjusted to reflect the per share price for all shares, including those represented by due bills resulting from the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.
- **(3)** Includes the additional shares resulting from the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.
- **(4)** The reporting person is one of four Trustees of the Marital Trust.

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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