

LARSON WILLIAM B
Form 4
January 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
LARSON WILLIAM 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)
10311 COUNTRY CLUB DR.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO Emeritus

DALLAS, TX 75218

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/30/2011 | | D | V | 7,935 \$ 13.83 | D | 292,957.797 |
| Common Stock | 12/30/2011 | | D | V | 7,016 \$ 13.83 | D | 285,941.797 |
| Common Stock | 12/30/2011 | | D | V | 1,823 \$ 13.83 | D | 284,118.797 |
| Common Stock | 12/30/2011 | | D | V | 7,290 \$ 13.83 | D | 276,828.797 |
| Common Stock | 12/30/2011 | | M | A | 30,000 \$ 13.83 | D | 306,828.797 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-------------|---|
| Common Stock | 12/30/2011 | M | 40,000 | A | \$ 13.83 | 346,828.797 | D |
| Common Stock | 12/30/2011 | M | 5,000 | A | \$ 13.83 | 351,828.797 | D |

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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares | (1) | 12/30/2011 | | M | 30,000 | 12/30/2011 06/03/2013 | Common Stock | 30,000 |
| Restricted Stock Units | \$ 0 | 12/30/2011 | | M | 5,000 | 12/30/2011 01/18/2014 | Common Stock | 5,000 |
| Restricted Stock Units | (3) | 12/30/2011 | | M | 40,000 | 12/30/2011 06/03/2014 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| LARSON WILLIAM B 10311 COUNTRY CLUB DR. DALLAS, TX 75218 | | | CFO Emeritus | |

Signatures

By: Rebecca N. Heffington For: WILLIAM B. LARSON

01/03/2012

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).

Each performance share is a restricted stock unit representing a contingent right to receive one share of CMC common stock. The Units vest as follows: (i) 50% if the Company ranks at or greater than the 50th percentile but less than the 60th percentile on a Total Stockholder Return basis as compared to its Peer Group; and 100% if the Company ranks at or greater than the 60th percentile on a Total Stockholder Return basis as compared to its Peer Group. Vesting will be calculated on a straight line interpolation basis for a rank on a Total Stockholder Return basis as compared to its Peer Group between the 50th percentile (at a vesting percentage of 50%) and 60th percentile (with a vesting percentage of 100%). For the measurement periods mentioned above, the Total Stockholder Return will be based on the average of the closing prices on the principal market for each trading day for the month of June 2010 compared to the month of June 2013.

(2) This award was accelerated at retirement and prorated as of the exit date. These shares were forfeited.

(3) 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.

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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