

COMMERCIAL METALS CO

Form 4

October 24, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Porter Tracy L

(Last) (First) (Middle)

6565 N. MACARTHUR
BLVD., SUITE 800

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SR VP & PRESIDENT CMC AMERICAS

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	10/22/2014		F		3,853	D	\$ 15.7	23,699 ⁽¹⁾	I	by Trust II
Common Stock	10/23/2014		M		10,263	A	\$ 0 ⁽²⁾	33,962	I	by Trust II
Common Stock	10/23/2014		F		4,306	D	\$ 16.01	29,656	I	by Trust II
Common Stock								5,675	D	
Common Stock								74,420	I	by Trust

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	10/23/2014		M	10,263	10/23/2014 ⁽³⁾ 10/23/2015	Common Stock 10,2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Porter Tracy L 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039	SR VP & PRESIDENT CMC AMERICAS

Signatures

By: Danna K Cary For: Tracy L. Porter
10/24/2014

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) Reflects the transfer of 27,552 shares into Trust II on June 4, 2014. The transfer of shares to the trust effected only a change in form of beneficial ownership without changing Mr. Porter's pecuniary interest in such shares and is, therefore, being voluntarily reported herein.
- (2) Each restricted stock unit represents a contingent right to receive one share of CMC common stock.
- (3) This is the second vest of an award of restricted stock units (RSUs) under the 2006 Long-Term Equity Incentive Plan. The RSUs vest and become payable as follows: (i) one-third of the total RSUs on the first anniversary of the date of grant; (ii) one-third of the total RSUs on the second anniversary of the date of grant; and (iii) one-third of the total RSUs 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.

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