

FEDERLE LOUIS A
Form 4
April 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FEDERLE LOUIS A

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)

6565 N. MACARTHUR
BLVD., SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President and Treasurer

IRVING, TX 75039

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 | 03/30/2012 | | M | 5,000 A | \$ 14.82 | 153,823 | D |
| Common Stock | 03/30/2012 | | M | 5,000 A | \$ 14.82 | 158,823 | D |
| Common Stock | 03/30/2012 | | M | 271 A | \$ 14.82 | 159,094 | D |
| Common Stock | 03/30/2012 | | M | 504 A | \$ 14.82 | 159,598 | D |
| Common Stock | 03/30/2012 | | D | 1,323 D | \$ 14.82 | 158,275 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|--------|
| Common Stock | 03/30/2012 | D | 134 | D | \$ 14.82 | 158,141 | D | |
| Common Stock | 03/30/2012 | D | 72 | D | \$ 14.82 | 158,069 | D | |
| Common Stock | 03/30/2012 | D | 1,323 | D | \$ 14.82 | 156,746 | D | |
| Common Stock | | | | | | 1,000 | I | by Son |

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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 03/30/2012 | | M | 271 | 03/30/2012 | 11/23/2014 | Common Stock | 271 |
| Restricted Stock Units | \$ 0 | 03/30/2012 | | M | 504 | 03/30/2012 | 11/23/2014 | Common Stock | 504 |
| Restricted Stock Units | (2) | 03/30/2012 | | M | 5,000 | 03/30/2012 | 06/03/2014 | Common Stock | 5,000 |
| Restricted Stock Units | (2) | 03/30/2012 | | M | 5,000 | 03/30/2012 | 06/03/2014 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FEDERLE LOUIS A
6565 N. MACARTHUR BLVD.
SUITE 800
IRVING, TX 75039

Vice President and Treasurer

Signatures

Louis A. Federle 04/17/2012

__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).
- (1) This award was accelerated at retirement and prorated as of the exit date. These shares were forfeited.
 - (2) Conversion Price or Exercise Price of Derivative Security is zero.

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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