

COMMERCIAL METALS CO
Form 4
October 29, 2014

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 *
HICKEY ADAM R

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)
10/27/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT & CONTROLLER

IRVING, TX 75039

(City) (State) (Zip)

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

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)
Common Stock	10/27/2014		A	(A) Amount 6,768 (1)	(D) Price \$ 0 (2) 15,555	D	
Common Stock	10/27/2014		A	(A) Amount 12,277 (3)	(D) Price \$ 0 (2) 27,832	D	
Common Stock	09/21/2014		G V	20 A \$ 0	160 (4)	I	Custodial Minor
Common Stock	09/21/2014		G V	20 D \$ 0	8,360	I	by Trust

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	\$ 0 ⁽⁵⁾	10/27/2014		A	6,768	⁽⁵⁾ 08/31/2017	Common Stock	6,768

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	

Signatures

By: Danna K Cary For: Adam R. Hickey 10/29/2014

**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).

An Award of restricted stock units (the "Award") issued under the 2013 Long-Term Equity Incentive Plan. The Award vests and becomes payable as follows: (i) one-third of the Award on the first anniversary of the date of grant; (ii) one-third of the Award on the second anniversary of the date of grant; and (iii) one-third of the Award on the third anniversary of the date of grant.

(2) Each restricted stock unit represents a contingent right to receive one share of CMC common stock.

An Award of restricted stock units (the "Award") issued under the 2013 Long-Term Equity Incentive Plan. The Award vests and becomes payable as follows: (i) one-third of the Award on the second anniversary of the date of grant; and (ii) two-thirds of the Award on the third anniversary of the date of grant.

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- (4) 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 90 shares in his son's account and 70 shares in his daughter's account.
- (5) 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.

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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