

BRUDER ANN J.
Form 4
January 19, 2012

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 *
BRUDER ANN J.

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)
01/18/2012

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SrVP, Gnrl Cnsl & Corp. Secy

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/18/2012		A ⁽¹⁾		2,964	A	\$ 12.94
Common Stock	01/18/2012		D		909	D	\$ 12.94
							8,964
							8,055
							D
							D

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

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information contained in this form are not
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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 (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)
Restricted Stock Units	\$ 0	01/18/2012		A	2,964	01/18/2012 ⁽¹⁾ 01/18/2014	Common Stock 2,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUDER ANN J. 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039			SrVP, Gnrl Cnsl & Corp. Secy	

Signatures

By: Rebecca N. Heffington For: ANN J. BRUDER
01/19/2012

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).

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. The restricted stock units ("RSU Awarded Units") vest and become payable as follows: (i) one-third of the total RSU Awarded Units on the first anniversary of the date of grant; (ii) one-third of the total RSU Awarded Units on the second anniversary of the date of grant; and (iii) one-third of the total RSU Awarded Units 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.