Alleman James B Form 4 October 25, 2012

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

SECURITIES Section 16. Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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

OMB 3235-0287 Number:

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(Print or Type Responses)

1. Name and Address of Reporting Person * Alleman James B

2. Issuer Name and Ticker or Trading Symbol

Issuer

COMMERCIAL METALS CO

(Check all applicable)

[CMC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 10/23/2012

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

SrVP, HR and Org. Dev.

5505 EMERSON AVE. (Street)

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

DALLAS, TX 75209

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Securities Security or Exercise Code (Month/Day/Year) any

(Instr. 3 and 4)

7. Title and Amo

Underlying Secu

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| | Derivative Security | | | | or Dispose (D) (Instr. 3, 4 and 5) | | | | | |
|---------------------------|------------------------|------------|------|---|---|-----|------------------|--------------------|-----------------|----------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
| Performance Shares | \$ 0 | 10/23/2012 | A | | 21,785 (1) | | 08/31/2015 | 08/31/2015 | Common Stock | 21 |
| Restricted Stock Units | \$ 0 | 10/23/2012 | A | | 21,785 | | 10/23/2013(2) | 10/23/2015 | Common Stock | 21 |

(Month/Day/Year) (Instr. 8) Acquired (A)

Reporting Owners

Price of

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Alleman James B

(Instr. 3)

5505 EMERSON AVE. SrVP, HR and Org. Dev.

DALLAS, TX 75209

Signatures

By: Rebecca N. Heffington For: James B.
Alleman

**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).

The PSU award will vest at 75% if certain goal criteria are met: (1) ROIC is positive for three-year performance period (9/1/2012-8/31/2015); and (2) the cumulative EBITDA target for each fiscal year in the performance period as submitted from Business

- (1) Plan achieved against target. If a positive ROIC is not met, then regardless of EBITDA performance achieved, this portion (75%) will not vest. The remaining 25% will vest relative to TSR measured over three-year performance period for the Company against Performance Peer Group, the result will be used to determine vesting levels of this portion of the award.
 - 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)
- (2) 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.

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