HANNS ZOELLNER

Form 4

December 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * HANNS ZOELLNER			2. Issuer Name and Ticker or Trading Symbol COMMERCIAL METALS CO [CMC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 6565 N. MAC BLVD., SUIT		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012	Director 10% Owner Officer (give title Other (specify below) EVP & Pres. CMC Int'l		
(Street) 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		

		Tabl	e i - Moli-L	erranve i	occui i	nies Acqu	in eu, Disposeu oi	, or beneficial	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/31/2012		M	20,000	A	\$ 14.86	147,424	D	
Common Stock	12/31/2012		M	30,000	A	\$ 14.86	177,424	D	
Common Stock	12/31/2012		M	6,752	A	\$ 14.86	184,176	D	

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

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

Edgar Filing: HANNS ZOELLNER - Form 4

displays a currently valid OMB control

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Shares	(1)	12/31/2012		M		30,000	12/31/2012	06/03/2013	Common Stock	30,0
Restricted Stock Units	\$ 0	12/31/2012		M		6,752	01/18/2012	01/18/2014	Common Stock	6,75
Restricted Stock Units	<u>(2)</u>	12/31/2012		M		20,000	06/03/2012	06/03/2014	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVP & Pres. CMC Int'l

HANNS ZOELLNER

6565 N. MACARTHUR BLVD.

SUITE 800

IRVING, TX 75039

Signatures

By: Rebecca N. Heffington For: Hanns Zoellner 12/31/2012

**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) Each performance share represents a contingent right to receive one share of CMC common Stock.
- (2) The restricted stock units vest over four years in two vest periods: 50% after 2 years and the remaining 50% after four years.

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.

Reporting Owners 2