#### COMMERCIAL METALS CO

Form 4

October 24, 2013

# FORM 4

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

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

KIRKPATRICK PAUL K. Syr			Symbol	Name <b>and</b> ERCIAL				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 6565 N. MA BLVD., SUI	CARTHUR	Middle)	3. Date of (Month/D 10/22/20	•	ansaction			Director 10% Owner Self-control of the control o			
	(Street)			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVING, TX	X 75039							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	10/22/2013			A	8,651	A	\$ 0	11,108	D		
Common Stock	10/23/2013			M	878	A	\$ 17.61	11,986	D		
Common Stock	10/23/2013			F	241	D	\$ 17.61	11,745	D		

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

17.61

**SEC 1474** (9-02)

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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)	Code Securities		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Am Underlying Sec (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A on N of S
Performance Shares	\$ 0 (1)	10/22/2013		A	8,651		<u>(1)</u>	08/31/2016	Common Stock	:
Restricted Stock Units	\$ 0	10/23/2013		M		878	10/23/2013(2)	10/23/2015	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIRKPATRICK PAUL K. 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039

VP, ASST. GC & CORPORATE SECRE

## **Signatures**

By: Danna K. Cary For: Paul K. Kirkpatrick 10/24/2013

\*\*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) 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.
  - Award of restricted stock units under the 2013 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.

Reporting Owners 2

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