

COMMERCIAL METALS CO
Form 4
March 28, 2007

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 *
SUDBURY DAVID M

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)
03/26/2007

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/26/2007 | | M | | | 61,600 | A | \$ 3.635 | 579,948 | D | |
| Common Stock | 03/26/2007 | | F | | | 16,515 | D | \$ 30.5 | 563,433 | D | |
| Common Stock | 03/26/2007 | | S | | | 21,200 | D | \$ 30.5 | 542,233 | D | |
| Common Stock | 03/26/2007 | | S | | | 4,900 | D | \$ 30.51 | 537,333 | D | |
| Common Stock | 03/26/2007 | | S | | | 3,600 | D | \$ 30.52 | 533,733 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|
| Common Stock | 03/26/2007 | S | 200 | D | \$ 30.53 | 533,533 | D |
| Common Stock | 03/26/2007 | S | 100 | D | \$ 30.505 | 533,433 | D |
| Common Stock | 03/26/2007 | S | 500 | D | \$ 30.7 | 532,933 | D |
| Common Stock | 03/26/2007 | S | 1,100 | D | \$ 30.71 | 531,833 | D |
| Common Stock | 03/26/2007 | S | 5,600 | D | \$ 30.72 | 526,233 | D |
| Common Stock | 03/26/2007 | S | 1,000 | D | \$ 30.73 | 525,233 | D |
| Common Stock | 03/26/2007 | S | 1,800 | D | \$ 30.74 | 523,433 | D |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Option (right to buy) | \$ 3.635 | 03/26/2007 | | M | 61,600 | 02/03/2005 | 02/03/2010 | Common Stock | 61 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUDBURY DAVID M 6565 N. MACARTHUR BLVD. | | | SrVP, Secy. & | |

SUITE 800
IRVING, TX 75039

Gen. Cnsl

Signatures

David M.
Sudbury

03/28/2007

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).

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.