

MASSARO ANTHONY A
Form 4
January 24, 2006

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 *
MASSARO ANTHONY A

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

372 W. ROYAL FLAMINGO DRIVE, BIRDKEY

(Street)

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

SARASOTA, X1 34236

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/20/2006 | | M | | 13,120 A \$ 7.55 | 19,120 | D |
| Common Stock | 01/20/2006 | | M | | 6,000 A \$ 7.55 | 25,120 | D |
| Common Stock | 01/20/2006 | | M | | 6,000 A \$ 9.024 | 31,120 | D |
| Common Stock | 01/20/2006 | | M | | 17,076 A \$ 9.024 | 48,196 | D |
| Common Stock | 01/20/2006 | | S | | 10,796 D \$ 41.4 | 37,400 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 01/20/2006 | S | 600 | D | \$ 41.42 | 36,800 | D |
| Common Stock | 01/20/2006 | S | 900 | D | \$ 41.43 | 35,900 | D |
| Common Stock | 01/20/2006 | S | 900 | D | \$ 41.44 | 35,000 | D |
| Common Stock | 01/20/2006 | S | 28,900 | D | \$ 41.45 | 6,100 | D |
| Common Stock | 01/20/2006 | S | 100 | D | \$ 41.47 | 6,000 | 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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 7.55 | 01/20/2006 | | M | 13,120 | 01/23/2003 | 01/23/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 7.55 | 01/20/2006 | | M | 6,000 | <u>(2)</u> | 01/23/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.024 | 01/20/2006 | | M | 6,000 | 01/24/2003 ⁽³⁾ | 01/24/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.024 | 01/20/2006 | | M | 17,076 | 01/24/2002 | 01/24/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARO ANTHONY A 372 W. ROYAL FLAMINGO DRIVE BIRDKEY SARASOTA, X1 34236 | X | | | |

Signatures

By: David M. Sudbury For: Anthony A.
Massaro 01/24/2006

__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) Issued under the Company's 1999 Non-Employee Director Stock Option Plan.
 - (2) Exercisable on 1/23/04 as to 50% of the shares and 1/23/05 as to the remaining shares.
 - (3) 50% vests one year from date of grant; balance vests two years from 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.

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