

COMMERCIAL METALS CO

Form 4

October 19, 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 \*  
RABIN STANLEY 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)  
10/17/2007

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

6565 N. MACARTHUR BLVD., SUITE 800

(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

IRVING, TX 75039

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/17/2007		S	500	D \$ 33.44	1,911,231	D
Common Stock	10/17/2007		S	300	D \$ 33.43	1,910,931	D
Common Stock	10/17/2007		S	600	D \$ 33.42	1,910,331	D
Common Stock	10/17/2007		S	1,500	D \$ 33.41	1,908,831	D
Common Stock	10/17/2007		S	500	D \$ 33.4	1,908,331	D

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Common Stock	10/17/2007	S	700	D	\$ 33.39	1,907,631	D
Common Stock	10/17/2007	S	400	D	\$ 33.38	1,907,231	D
Common Stock	10/17/2007	S	300	D	\$ 33.37	1,906,931	D
Common Stock	10/17/2007	S	1,500	D	\$ 33.36	1,905,431	D
Common Stock	10/17/2007	S	2,100	D	\$ 33.35	1,903,331	D
Common Stock	10/17/2007	S	800	D	\$ 33.34	1,902,531	D
Common Stock	10/17/2007	S	382	D	\$ 33.33	1,902,149	D
Common Stock	10/17/2007	S	800	D	\$ 33.32	1,901,349	D
Common Stock	10/17/2007	S	600	D	\$ 33.31	1,900,749	D
Common Stock	10/17/2007	S	800	D	\$ 33.3	1,899,949	D
Common Stock	10/17/2007	S	1,300	D	\$ 33.29	1,898,649	D
Common Stock	10/17/2007	S	400	D	\$ 33.28	1,898,249	D
Common Stock	10/17/2007	S	600	D	\$ 33.26	1,897,649	D
Common Stock	10/17/2007	S	400	D	\$ 33.25	1,897,249	D
Common Stock	10/17/2007	S	500	D	\$ 33.23	1,896,749	D
Common Stock	10/17/2007	S	300	D	\$ 33.22	1,896,449	D
Common Stock	10/17/2007	S	100	D	\$ 33.21	1,896,349	D
Common Stock	10/17/2007	S	500	D	\$ 33.19	1,895,849	D
Common Stock	10/17/2007	S	100	D	\$ 33.1	1,895,749	D
Common Stock	10/18/2007	G	6,000	D	\$ 0	1,889,749	D

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

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

Table with columns: 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 Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Title Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: RABIN STANLEY A, 6565 N. MACARTHUR BLVD., SUITE 800, IRVING, TX 75039, Director: X.

Signatures

By: David M. Sudbury For: Stanley A. Rabin 10/19/2007

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.