POSTEL ALAN R Form 4 July 12, 2005

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * POSTEL ALAN R			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) 6316 CLEAR RIDGE (Street)  DALLAS, TX 75248		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2005	Director 10% Owner Some Other (specify below)  President, SMPD		
			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		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

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1.Title of	2. Transaction Date	ZA. Deemed	3.	4. Securities	5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common 3,700 07/08/2005 A \$0 40,401 D (1) Stock

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 displays a currently valid OMB control number.

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

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<ol> <li>Title of Derivative</li> </ol>	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Number 6. Date Exercisable and ansaction Derivative Expiration Date			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
Security (Instr. 3)	or Exercise Price of Derivative Security	, , , , , , , , , , , , , , , , , , ,	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Rights	\$ 24.62	07/08/2005		A	9,000 (2)	07/08/2006	07/08/2012	Common Stock	9,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POSTEL ALAN R 6316 CLEAR RIDGE DALLAS, TX 75248

President, SMPD

## **Signatures**

By: David M. Sudbury For: Alan R. Postel

07/11/2005

\*\*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) Award of restricted stock under 1996 Long-Term Incentive Plan. Restrictions lapse as to one-third of shares after one year, one-third after second year and as to remainder after three years.
- (2) Stock Appreciation Rights issued under the 1996 Long-Term Incentive Plan. Rights vest as to one-third after one year; one-third after two years and the remainder after the third year.

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