#### Edgar Filing: COMMERCIAL METALS CO - Form 4

COMMERC Form 4 May 25, 200	IAL METALS CO 6	)								
FORM	14							PPROVAL		
	UNITED S.		S SECURITIES AND EXCHANGE CO Washington, D.C. 20549				OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: Estimated a burden hou response	urs per		
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a)	of the Public U 30(h) of the In	ng Comp	oany Act o	f 1935 or Sectio	on				
(Print or Type I	Responses)									
1. Name and A LARSON V	ddress of Reporting Pe VILLIAM B	Symbol	r Name <b>and</b> Ti		c	5. Relationship of Reporting Person(s) to Issuer				
	[CMC]	ERCIAL M	IETALS		(Check all applicable)					
(Last) 6565 N. MA BLVD., SU	ACARTHUR	(Month/E	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2006				Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         V.P. & Chief Financial Officer			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
IRVING, T	X 75039					Person	more than One R	eporting		
(City)	(State) (Z	Cip) Tabl	e I - Non-Der	ivative Se	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Day	Execution Date, if	Code Disposed of (D		(A) or of (D) and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common			4	4 800	(D) Price	(Instr. 3 and 4)				
Stock	05/23/2006		$\Delta$	(1)	A \$0	165,696.78	D			
Common Stock						7,464	I	by Trust		

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)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Numl of Sh
Stock Appreciation Rights	\$ 24.57	05/23/2006		А	15,500 (2)	05/23/2007	05/23/2013	Common Stock	15,5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
LARSON WILLIAM B 6565 N. MACARTHUR BLVD. SUITE 800 IRVING, TX 75039			V.P. & Chief Financial Officer			
Cianaturaa						

## Signatures

William B. 05/24/2006 Larson \*\*Signature of Date

Reporting Person

### **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.