

WOMACK ROBERT R

Form 4

December 27, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOMACK ROBERT 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)

48 DOWNS LAKE CIRCLE

(Street)

DALLAS, TX 75230

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/22/2004		M	6,000 (1)	A \$ 7.984 (1)	23,341.72 (2)	D
Common Stock	12/22/2004		M	6,000 (1)	A \$ 5.493 (1)	29,341.72 (2)	D
Common Stock	12/22/2004		M	6,000 (1)	A \$ 9.024 (1)	35,341.72 (2)	D
Common Stock	12/22/2004		M	17,116 (1)	A \$ 5.493 (1)	52,457.72 (2)	D
Common Stock	12/22/2004		M	17,076 (1)	A \$ 9.024 (1)	69,533.72 (2)	D

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Common Stock	12/22/2004	M	3,000 <u>(1)</u>	A	\$ 7.55 <u>(1)</u>	72,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	1,000 <u>(3)</u>	D	\$ 25.525 <u>(4)</u>	71,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	400 <u>(3)</u>	D	\$ 25.54 <u>(4)</u>	71,133.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	4,600 <u>(3)</u>	D	\$ 25.55 <u>(4)</u>	66,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	200 <u>(3)</u>	D	\$ 25.605 <u>(4)</u>	66,333.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	400 <u>(3)</u>	D	\$ 25.62 <u>(4)</u>	65,933.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	1,400 <u>(3)</u>	D	\$ 25.625 <u>(4)</u>	64,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	2,400 <u>(3)</u>	D	\$ 25.63 <u>(4)</u>	62,133.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	800 <u>(3)</u>	D	\$ 25.635 <u>(4)</u>	61,333.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	400 <u>(3)</u>	D	\$ 25.65 <u>(4)</u>	60,933.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	400 <u>(3)</u>	D	\$ 25.655 <u>(4)</u>	60,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	1,400 <u>(3)</u>	D	\$ 25.675 <u>(4)</u>	59,133.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	2,800 <u>(3)</u>	D	\$ 25.7 <u>(4)</u>	56,333.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	600 <u>(3)</u>	D	\$ 25.75 <u>(4)</u>	55,733.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	3,200 <u>(3)</u>	D	\$ 25.81 <u>(4)</u>	52,533.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	22,192 <u>(3)</u>	D	\$ 25.85 <u>(4)</u>	30,341.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	200 <u>(3)</u>	D	\$ 25.86 <u>(4)</u>	30,141.72 <u>(2)</u>	D
Common Stock	12/22/2004	S	400 <u>(3)</u>	D	\$ 25.87 <u>(4)</u>	29,741.72 <u>(2)</u>	D

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Common Stock	12/22/2004	S	1,000 (3)	D	\$ 25.875 (4)	28,741.72 (2)	D
Common Stock	12/22/2004	S	200 (3)	D	\$ 25.88 (4)	28,541.72 (2)	D
Common Stock	12/22/2004	S	5,200 (3)	D	\$ 25.9 (4)	23,341.72 (2)	D
Common Stock	12/22/2004	S	200 (3)	D	\$ 25.905 (4)	23,141.72 (2)	D
Common Stock	12/22/2004	S	1,600 (3)	D	\$ 25.915 (4)	21,541.72 (2)	D
Common Stock	12/22/2004	S	200 (3)	D	\$ 25.92 (4)	21,341.72 (2)	D
Common Stock	12/22/2004	S	1,200 (3)	D	\$ 25.925 (4)	20,141.72 (2)	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WOMACK ROBERT R
48 DOWNS LAKE CIRCLE X
DALLAS, TX 75230

Signatures

By: DAVID M. SUDBURY For: ROBERT R.
WOMACK

12/27/2004

__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) The exercise price and number of shares have been adjusted for the 2 for 1 stock split to holders of record December 13, 2004.
- (2) Includes the additional shares resulting from the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.
- (3) Includes the additional shares to be delivered to the buyer pursuant to due bills attributable to the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.
- (4) The per share price has been adjusted to reflect the per share price for all shares, including those represented by due bills resulting from the 2 for 1 stock split in the form of a stock dividend to holders of record December 13, 2004 to be distributed January 10, 2005.

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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