

COMMERCIAL METALS CO

Form 4

December 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FELDMAN MOSES

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)

841 ANDORRA ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2004

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

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

LAFAYETTE HILL, PA 19444

(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 (1)	Price (2)		
Common Stock	12/29/2004		S		2,400 (1)	\$ 25.91 (2)	1,300,364 (3) I	by Trust (4)
Common Stock	12/29/2004		S		3,800 (1)	\$ 25.915 (2)	1,296,564 (3) I	by Trust (4)
Common Stock	12/29/2004		S		5,000 (1)	\$ 25.92 (2)	1,291,564 (3) I	by Trust (4)
Common Stock	12/29/2004		S		11,200 (1)	\$ 25.925 (2)	1,280,364 (3) I	by Trust (4)
	12/29/2004		S		600 (1)		1,279,764 (3) I	

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Common Stock					\$ 25.93 (2)				by Trust (4)
Common Stock	12/29/2004	S	600 (1)	D	\$ 25.935 (2)	1,279,164 (3)	I		by Trust (4)
Common Stock	12/29/2004	S	1,400 (1)	D	\$ 25.94 (2)	1,277,764 (3)	I		by Trust (4)
Common Stock	12/29/2004	S	600 (1)	D	\$ 25.95 (2)	1,277,164 (3)	I		by Trust (4)
Common Stock	12/29/2004	S	200 (1)	D	\$ 25.955 (2)	1,276,964 (3)	I		by Trust (4)
Common Stock	12/29/2004	S	800 (1)	D	\$ 25.96 (2)	1,276,164 (3)	I		by Trust (4)
Common Stock	12/29/2004	S	1,000 (1)	D	\$ 25.975 (2)	1,275,164 (3)	I		by Trust (4)
Common Stock						222,176	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
	Director 10% Owner Officer Other
FELDMAN MOSES 841 ANDORRA ROAD LAFAYETTE HILL, PA 19444	X

Signatures

By: REBECCA N. HEFFINGTON For: MOSES
FELDMAN

12/29/2004

__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) 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.
- (2) 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.
- (3) 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.
- (4) The reporting person is one of four Trustees of the Marital Trust.

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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