COMMERCIAL METALS CO

Form 4

February 27, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LARSON WILLIAM B			2. Issuer Name and Ticker or Trading Symbol COMMERCIAL METALS CO [CMC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 6565 N. MAC BLVD., SUIT		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2007	Director 10% Owner Structure Other (specify below) Other (specify below) SrVP & Chief Financial Officer			
IRVING, TX	(Street) 75039		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) Tab	ole I - Non-	Derivativ	e Secı	ırities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following Reported	Ownership I Form: I Direct (D) 0	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIsu. +)	
Common Stock	01/26/2007		P	1.692 (1)	A	\$ 26.655	194,893.472	D	
Common Stock	04/23/2007		P	1.3 (1)	A	\$ 34.809	194,894.772	D	
Common Stock	07/23/2007		P	1.286 (1)	A	\$ 35.2778	193,415.058	D	
Common Stock	10/22/2007		P	1.366 (1)	A	\$ 33.29	193,416.424	D	
Common Stock	01/24/2008		P	2.373 (1)	A	\$ 25.588	232,542.797	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	nte	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
					Exercisable Date	Title Num	Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LARSON WILLIAM B 6565 N. MACARTHUR BLVD. **SUITE 800** IRVING, TX 75039

SrVP & Chief Financial Officer

Signatures

WILLIAM B.

LARSON 02/27/2008 **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).
- This Form 4 is filed to report previously unreported purchases resulting from a brokerage account automatic dividend reinvestment program.

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.

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