

Porter Tracy L
Form 4
January 20, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Porter Tracy L

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)
P. O. BOX 140158
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP; Pres, CMC Americas

IRVING, TX 75014
(City) (State) (Zip)

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/20/2011 | | A | 400 ⁽¹⁾ | \$ 13.64 | 22,726 | D |

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)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares | \$ 0 | 01/18/2011 | | A | 24,796 | (2) 01/18/2014 | Common Stock | 24,796 |
| Restricted Stock Units | \$ 0 | 01/18/2011 | | A | 16,531 | (3) 01/18/2014 | Common Stock | 16,531 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Porter Tracy L P. O. BOX 140158 IRVING, TX 75014 | | | Sr. VP; Pres, CMC Americas | |

Signatures

By: Rebecca N. Heffington For: Tracy L. Porter 01/20/2011

__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) Shares purchased under the Company's 2010 Employee Stock Purchase Plan.
Each performance share is a restricted stock unit representing a contingent right to receive one share of CMC common stock. The performance units vest based on certain performance criteria. In addition, after determining the portion of the performance units that will vest, the Compensation Committee of the Company may reduce the number of vested performance units, in its discretion, if the Company ranks below the 40th percentile on a Total Stockholder Return basis as compared to its Peer Group with the Total Stockholder Return based on the average of the closing prices on the principal market for each trading day for the month of December 2010 versus the month of August 2013.
- (2) Award of restricted stock units under the 2006 Long-Term Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of CMC common stock. The restricted stock units ("RSU Awarded Units") vest and become payable as follows: (i) one-third of the total RSU Awarded Units on the first anniversary of the date of grant; (ii) one-third of the total RSU Awarded Units on the second anniversary of the date of grant; and (iii) one-third of the total RSU Awarded Units on the third anniversary of the date of grant.

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.