

WOMACK ROBERT R
Form 4
December 27, 2004

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

48 DOWNS LAKE CIRCLE

(Street)

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

DALLAS, TX 75230

(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 (A) or (D) Price			
Common Stock	12/22/2004		S	200 ⁽¹⁾ D \$ 25.93 ₍₂₎	19,941.72 ₍₃₎	D	
Common Stock	12/22/2004		S	800 ⁽¹⁾ D \$ 25.94 ₍₂₎	19,141.72 ₍₃₎	D	
Common Stock	12/22/2004		S	600 ⁽¹⁾ D \$ 25.945 ₍₂₎	18,541.72 ₍₃₎	D	
Common Stock	12/22/2004		S	1,200 ⁽¹⁾ D \$ 25.97 ₍₂₎	17,341.72 ₍₃₎	D	

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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.493	12/22/2004		M	6,000 (4)	01/25/2002 ⁽⁵⁾ 01/25/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.493	12/22/2004		M	17,116 (4)	01/25/2001 01/25/2008	Common Stock
Non-Qualified Stock Option (right to buy) ⁽⁶⁾	\$ 7.55	12/22/2004		M	3,000 (4)	01/23/2004 ⁽⁷⁾ 01/23/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.984	12/22/2004		M	6,000 (4)	01/27/2001 ⁽⁵⁾ 01/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.024	12/22/2004		M	6,000 (4)	01/24/2003 ⁽⁵⁾ 01/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.024	12/22/2004		M	17,076 (4)	01/24/2002 01/24/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOMACK ROBERT R 48 DOWNS LAKE CIRCLE DALLAS, TX 75230	X			

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) 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 exercise price and number of shares have been adjusted for the 2 for 1 stock split to holders of record December 13, 2004.
- (5) 50% vests one year from date of grant; balance vests two years from date of grant.
- (6) Issued under the Company's 1999 Non-Employee Director Stock Option Plan.
- (7) Exercisable on 1/23/04 as to 50% of the shares and 1/23/05 as to the remaining shares.

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.