#### LARSON WILLIAM B

Form 4

January 18, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LARSON WILLIAM B Issuer Symbol COMMERCIAL METALS CO (Check all applicable) [CMC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 6565 N. MACARTHUR 01/17/2006 V.P. & Chief Financial Officer **BLVD., SUITE 800** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVING, TX 75039** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 800 (1) A 01/17/2006 A 21.18 76,260.39 D Stock (2) Common 3,732 Ι by Trust Stock

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)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                    | 5.                     | 6. Date Exerc    | cisable and | 7. Title              | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-----------------------|------------------------|------------------|-------------|-----------------------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber     |                        | Expiration D     | ate         | Amoun                 | t of     | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code                  | of                     | (Month/Day/      | Year)       | Underly               | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) Derivative |                        | e                |             | Securit               | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                       | Securities<br>Acquired |                  |             | (Instr. 3             | 3 and 4) |             | Own    |
|             | Security    |                     |                    |                       |                        |                  |             |                       |          |             | Follo  |
|             | •           |                     |                    |                       | (A) or                 |                  |             |                       |          |             | Repo   |
|             |             |                     |                    |                       | Disposed               |                  |             |                       |          |             | Trans  |
|             |             |                     |                    |                       | of (D)                 |                  |             |                       |          |             | (Instr |
|             |             |                     |                    |                       | (Instr. 3,             |                  |             |                       |          |             |        |
|             |             |                     |                    |                       | 4, and 5)              |                  |             |                       |          |             |        |
|             |             |                     |                    |                       |                        |                  |             |                       | A manuat |             |        |
|             |             |                     |                    |                       |                        |                  |             |                       | Amount   |             |        |
|             |             |                     |                    |                       | Date                   | Date             | Expiration  | Or<br>Title Nesselves |          |             |        |
|             |             |                     |                    |                       |                        | Exercisable Date | Date        |                       | Number   |             |        |
|             |             |                     |                    | C + V                 | (A) (D)                |                  |             |                       | 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

V.P. & Chief Financial Officer

# **Signatures**

William B. 01/17/2006 Larson

\*\*Signature of Date Reporting Person

# **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).
- Shares purchased under the Company's General Employee Stock Purchase Plan after adjustment for the 2 for 1 stock split in the form of a stock dividend issued to shareholders of record December 13, 2004, and distributed January 10, 2005.
- (2) The per share price has been adjusted to reflect the per share price resulting from the 2 for 1 stock split.

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.

Reporting Owners 2