COMMERCIAL METALS CO
Form 10-K/A
November 26, 2003

==========

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

FORM 10-K/A
(AMENDMENT NO. 1)

(MARK ONE)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED AUGUST 31, 2003

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-4304

COMMERCIAL METALS COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	75-0725338
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
6565 MACARTHUR BLVD. IRVING, TEXAS (Address of principal executive offices)	75039 (Zip Code)

(214) 689-4300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $5 par value	New York Stock Exchange
Rights to Purchase Series A Preferred Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item

405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained herein, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes [X] No [ ]

The aggregate market value of the common stock on November 18, 2003 held by non-affiliates of the registrant, based on the closing price of $23.72 per share on November 18, 2003 on the New York Stock Exchange, was approximately $607,042,430. (For purposes of determination of this amount, only directors, executive officers, and 10% or greater stockholders have been deemed affiliates.)

The number of shares outstanding of common stock as of November 18, 2003 was 28,315,855.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the following document are incorporated by reference into the listed Part of Form 10-K:

Registrant's definitive proxy statement for the annual meeting of stockholders to be held January 22, 2004 --Part III

==========

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends "Part II, Item 5 -- Market for Registrant's Common Equity and Related Stockholder Matters" of the Annual Report on Form 10-K filed by Commercial Metals Company on November 24, 2003 and corrects the information contained in the table under the caption "Equity Compensation Plans."

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

MARKET AND DIVIDEND INFORMATION

The table below summarizes the high and low sales prices reported on the New York Stock Exchange for our common stock and the quarterly cash dividends we paid for the past two fiscal years. The amounts set forth below have been adjusted to reflect a two-for-one stock split in the form of a stock dividend on our common stock effective June 28, 2002.

	PRICE RANGE OF COMMON STOCK		
2002 FISCAL QUARTER	HIGH	LOW	CASH DIVIDENDS

1st	$ 16.50	$ 12.25	6.5 (cents)
2nd	18.40	16.33	6.5 (cents)
3rd	23.99	18.00	6.5 (cents)
4th	24.88	16.97	8 (cents)

	PRICE RANGE OF COMMON STOCK		
2003 FISCAL QUARTER	HIGH	LOW	CASH DIVIDENDS
1st	$ 19.92	$ 15.70	8 (cents)
2nd	17.21	13.75	8 (cents)
3rd	18.79	12.79	8 (cents)
4th	19.94	16.80	8 (cents)

Since 1982, our common stock has been listed and traded on the New York Stock Exchange. From 1959 until the NYSE listing in 1982, our common stock was traded on the American Stock Exchange. The number of shareholders of record of our common stock at November 14, 2003, was approximately 2,578.

EQUITY COMPENSATION PLANS

Information about our equity compensation plans as of August 31, 2003 that were either approved or not approved by our stockholders is as follows (number of shares in thousands):

	A.	B.	NU RE IS C (E RE
PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	
Equity compensation plans approved by security holders	4,092	$ 14.46	
Equity compensation plans not approved by security holders	0	0	
TOTAL	4,092	$ 14.46	

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMERCIAL METALS COMPANY

/s/ William B. Larson

By: William B. Larson
Vice President and Chief
Financial Officer

Date: November 26, 2003

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
31a	Certification of Stanley A. Rabin, Chairman of the Board, President and Chief Executive Officer of Commercial Metals Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31b	Certification of William B. Larson, Vice President and Chief Financial Officer of Commercial Metals Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32a	Certification of Stanley A. Rabin, Chairman of the Board, President and Chief Executive Officer of Commercial Metals Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32b	Certification of William B. Larson, Vice President and Chief Financial Officer of Commercial Metals Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).