

Alleman James B  
Form 3  
January 20, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Alleman James B		(Month/Day/Year)	COMMERCIAL METALS CO [CMC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/19/2011		
5505 EMERSON AVE.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			SrVP, HR and Org. Dev.	
DALLAS,Â TXÂ 75209				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,934	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Performance Shares	Â (1)	05/19/2012	Common Stock	18,000	\$ 0	D	Â
Performance Shares	Â (2)	06/03/2013	Common Stock	25,000	\$ 0	D	Â
Restricted Stock Units	Â (3)	06/03/2014	Common Stock	30,000	\$ 0	D	Â
Stock Appreciation Rights	Â (4)	05/30/2013	Common Stock	10,400	\$ 24.71	D	Â
Stock Appreciation Rights	Â (4)	06/22/2014	Common Stock	14,750	\$ 34.28	D	Â
Stock Appreciation Rights	Â (4)	05/20/2015	Common Stock	14,000	\$ 35.38	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alleman James B 5505 EMERSON AVE. DALLAS, TX 75209	Â	Â	Â SrVP, HR and Org. Dev.	Â

## Signatures

By: Rebecca N. Heffington For: James B. Alleman 01/20/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each performance share is a restricted stock unit which represents a contingent right to receive one share of CMC common stock. The units vest upon CMC's common stock achieving a market price of either (i) \$24 per share for twenty consecutive trading days prior to

- (1) May 19, 2012, and total shareholder return at or above the 80th percentile of peer group for period ending with month of December, 2011 compared to December, 2008 or (ii) \$30 per share for twenty consecutive trading days prior to May 19, 2012, and total shareholder return at or above the 50th percentile of peer group for period ending with month of December, 2011 compared to December, 2008.

Each performance share is a restricted stock unit representing a contingent right to receive one share of CMC common stock. The Units vest as follows: (i) 50% if the Company ranks at or greater than the 50th percentile but less than the 60th percentile on a Total Stockholder Return basis as compared to its Peer Group; and 100% if the Company ranks at or greater than the 60th percentile on a Total

- (2) Stockholder Return basis as compared to its Peer Group. Vesting will be calculated on a straight line interpolation basis for a rank on a Total Stockholder Return basis as compared to its Peer Group between the 50th percentile (at a vesting percentage of 50%) and 60th percentile (with a vesting percentage of 100%). For the measurement periods mentioned above, the Total Stockholder Return will be based on the average of the closing prices on the principal market for each trading day for the month of June 2010 compared to the month of June 2013.

- (3) 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.

(4)

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Stock Appreciation Rights issued under the 1996 Long-Term Incentive Plan. Rights vest as to one-third after one year; one-third after two years and the remainder after the third year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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