

SUDBURY DAVID M
 Form 4
 February 09, 2005

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 *
 SUDBURY DAVID M

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)
 6015 WOODLAND DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., Secy. & Gen. Cnsl

DALLAS, TX 75225

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

(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)	(A) or (D)	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	Price		
Common Stock	02/08/2005		M		28,000	\$ 5.881	D	
Common Stock	02/08/2005		M		15,000	\$ 6.828	D	
Common Stock	02/08/2005		M		28,000	\$ 7.719	D	
Common Stock	02/08/2005		S		20,000	\$ 30.5	D	
Common Stock	02/08/2005		S		3,500	\$ 30.51	D	

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Common Stock	02/08/2005	S	3,500	D	\$ 30.52	294,182	D
Common Stock	02/08/2005	S	2,000	D	\$ 30.54	292,182	D
Common Stock	02/08/2005	S	23,300	D	\$ 30.55	268,882	D
Common Stock	02/08/2005	S	2,000	D	\$ 30.57	266,882	D
Common Stock	02/08/2005	S	8,000	D	\$ 30.6	258,882	D
Common Stock	02/08/2005	S	2,000	D	\$ 30.61	256,882	D
Common Stock	02/08/2005	S	5,700	D	\$ 30.65	251,182	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)

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)	\$ 5.881	02/08/2005		M	28,000	02/02/2002 ⁽¹⁾	02/02/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.828	02/08/2005		M	15,000	03/13/1998	03/13/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.719	02/08/2005		M	28,000	10/22/2000 ⁽¹⁾	10/22/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUDBURY DAVID M 6015 WOODLAND DRIVE DALLAS, TX 75225			V.P., Secy. & Gen. Cnsl	

Signatures

DAVID M. SUDBURY	02/09/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 50% vests one year from date of grant; balance vests two years from 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.

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