#### HERBERT MICHAEL J

Form 4

December 02, 2008

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

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**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HERBERT MICHAEL J	2. Issuer Name <b>and</b> Ticker or Trading Symbol SIMPSON MANUFACTURING CO INC /CA/ [NYSE:SSD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) (First) (Middle) 5956 W. LAS POSITAS BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2008	Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer
(Street) PLEASANTON, CA 94588	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Se	ecurities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ODD Disposed (Instr. 3, 4 and (Instr. 3)	` ′	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)
Common Stock	12/02/2008		X	27,600 A		27,600	D	
Common Stock	12/02/2008		X	27,600 D	\$ 24.2373	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	orDer Sec Acc or I (D)	urities quired (A) Disposed of tr. 3, 4,	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Options on Common Stock	\$ 16.45	12/02/2008		X		27,600	01/01/2004(1)	12/31/2009	Common Stock	27,6
Options on Common Stock	\$ 25.43						01/01/2005(1)	12/31/2010	Common Stock	110,0
Options on Common Stock	\$ 34.9						01/01/2006(1)	12/31/2011	Common Stock	4,00
Options on Common Stock	\$ 40.72						01/27/2007(1)	01/26/2013	Common Stock	4,00

Deletionship

## **Reporting Owners**

Reporting Owner Name / Address	Keiationships						
	Director	10% Owner	Officer	Other			
HERBERT MICHAEL J 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588			Chief Financial Officer				

## **Signatures**

MICHAEL J. 12/02/2008 HERBERT

\*\*Signature of Reporting
Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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(1) This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.