

SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 04, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMPSON BARCLAY

2. Issuer Name **and** Ticker or Trading  
Symbol  
SIMPSON MANUFACTURING CO  
INC /CA/ [SSD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
5956 W. LAS POSITAS BLVD.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2011

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chairman of the Board

PLEASANTON, CA 94588

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)	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)
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Common  
Stock

7,029,288 D

Common  
Stock

1,000,000 I

Shares are  
owned by  
Sharon H.  
Simpson,  
wife of  
Barclay  
Simpson, as  
sole and  
separate  
property

Common Stock	275,000 <sup>(1)</sup>	I	By nonprofit public benefit corporation
Common Stock	6,128 <sup>(2)</sup>	I	By Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options on Common Stock	\$ 32.626	02/03/2011		A		2,000		02/03/2012 <sup>(3)</sup>	02/03/2016	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON BARCLAY 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588	X	X	Chairman of the Board	

## Signatures

/s/Barclay  
Simpson 02/03/2011

\_\_Signature of  
Reporting Person

Date

## 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).

- The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation (the "Fund"), of which Barclay Simpson is a Director. Barclay Simpson disclaims beneficial ownership of these shares. In addition, the Fund could be deemed a 10% owner of the common stock of the issuer if it were deemed part of a group with Barclay Simpson within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Fund and Barclay Simpson disclaim the existence of any such group.
- (1) The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which Barclay Simpson is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code.
- (2) 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, *see* Instruction 6 for procedure.

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