#### HERBERT MICHAEL J

Form 4

December 12, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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Form 5 obligations may continue. See Instruction

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

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) 5956 W. LAS	(First) POSITAS B	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President			
(Street)			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			
PLEASANTO	N, CA 94588	8		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. Transactic Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (	` '	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	12/12/2012		X	10,000	A	\$ 29.66	15,784 <u>(1)</u>	D	
Common Stock	12/12/2012		X	10,000	D	\$ 32.7936	5,784 <u>(1)</u>	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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Options on Common Stock	\$ 40.72						01/26/2007(2)	01/26/2013	Common Stock	4,000
Options on Common Stock	\$ 29.66	12/12/2012		X		10,000	02/03/2012(2)	02/03/2018	Common Stock	10,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERBERT MICHAEL J 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588

Vice President

## **Signatures**

MICHAEL J. HERBERT

\*\*Signature of Reporting Date
Person

# **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).
- Amount includes 2,384 shares of restricted stock units (RSUs) awarded on January 30, 2012. RSUs vest one fourth on each of the award (1) date and the first, second and third anniversaries of the award date. The 2,384 shares are not of the number of shares expected to be
- (1) date and the first, second and third anniversaries of the award date. The 2,384 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (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. 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.

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