

SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 07, 2017

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 *
 Arevalo Ricardo M

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/04/2017

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 COO, Simpson Strong-Tie

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

PLEASANTON, CA 94588

(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) |
|--|---|---|---|---|--|--|---|
| Common Stock (RSUs awarded February 4, 2017) | 02/04/2017 | | A | 4,423 | A \$ 43.42 | 4,423 ⁽¹⁾ | D |
| Common Stock (PRSUs awarded February 4, 2017) | 02/04/2017 | | A | 8,859 | A \$ 43.42 | 8,859 ⁽²⁾ | D |

| | | |
|--|----------------------|---|
| Common Stock (RSUs awarded February 1, 2016) | 4,974 ⁽³⁾ | D |
| Common Stock (PRsUs awarded February 1, 2016) | 6,126 ⁽⁴⁾ | D |
| Common Stock (RSUs awarded February 2, 2015) | 2,170 ⁽⁵⁾ | D |
| Common Stock (RSUs awarded February 3, 2014) | 3,210 ⁽⁶⁾ | D |
| Common Stock (RSUs awarded February 6, 2013) | 2,415 ⁽⁷⁾ | D |

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

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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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Arevalo Ricardo M 5956 W. LAS POSITAS PLEASANTON, CA 94588 | COO, Simpson Strong-Tie |

Signatures

/s/RICARDO M.
AREVALO 02/07/2017

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).

Amount includes 4,423 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, February 15, 2018, February 15, 2019, and February 15, 2020. The 4,423 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(2) Amount includes 8,859 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest fully on February 15, 2020, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%) versus the Company's peer group median. The 8,859 shares assume that the number of shares that vest are based on targeted performance and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(3) Amount includes 4,974 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 4,974 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(4) Amount includes 6,126 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest fully on the third anniversary of the award date subject to the Company's relative performance versus the S&P Smallcap 600 Index. The 6,126 shares assume that the maximum number of shares will vest, based on performance at the highest level, and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(5) Amount includes 2,170 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 2,170 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(6) Amount includes 3,210 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 3,210 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(7) Amount was reduced by 25 shares to reflect the actual number of shares vested after withholding shares for the payment of income and other taxes due at the time of vesting.

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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