

SIMPSON MANUFACTURING CO INC /CA/  
 Form 4  
 February 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**Magstadt Brian J**

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)  
**02/02/2015**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock (RSUs awarded February 2, 2015) | 02/02/2015                           |  | A                              | 5,313   | A \$ 32.64  | 5,313 <sup>(1)</sup>                                     | D                                 |
| Common Stock (RSUs awarded February 3, 2014) |                                      |  |                                |   |   | 5,681 <sup>(2)</sup>                                     | D                                 |

|   |                      |                  |          |
|---|----------------------|------------------|----------|
| Common<br>Stock<br>(RSUs<br>awarded<br>February 6,<br>2013) | 3,281 <sup>(3)</sup> | D                |          |
| Common<br>Stock<br>(RSUs<br>awarded<br>January 30,<br>2012) | 1,449 <sup>(4)</sup> | D                |          |
| Common<br>Stock   | 1,008                | D                |          |
| Common<br>Stock   | 394                  | I <sup>(5)</sup> | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)                 | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Options<br>on<br>Common<br>Stock                    | \$ 29.66   |   |   | Code V                               | (A) (D)  | Date Exercisable<br>03/03/2011 <sup>(6)</sup><br>Expiration Date<br>02/03/2018 | Title<br>Options<br>on<br>Common<br>Stock                           | 12,000                                 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director      10% Owner      Officer      Other

Magstadt Brian J  
5956 W. LAS POSITAS BLVD.  
PLEASANTON, CA 94588

Chief  
Financial  
Officer

## Signatures

/s/BRIAN J.  
MAGSTADT

02/03/2015

\_\_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).
  - (1) Amount includes 5,313 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 5,313 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
  - (2) Amount includes 5,681 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 5,681 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
  - (3) Amount includes 3,281 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 3,281 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
  - (4) Amount includes 1,449 shares of restricted stock units (RSUs) awarded on January 30, 2012. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 1,449 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
  - (5) The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which the reporting person is a participant. The Plan qualifies under sections 401(a)(26) and 410 of the Internal Revenue Code.
  - (6) This date represents the date of the first monthly vesting period. This option vests equally over 48 months 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.