

SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 03, 2015

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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(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 ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

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

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 2, 2015)	02/02/2015		A	5,313	A	\$ 32.64	5,313 ⁽¹⁾	D
Common Stock (RSUs awarded February 3, 2014)							5,681 ⁽²⁾	D

Common Stock (RSUs awarded February 6, 2013)	3,281 ⁽³⁾	D	
Common Stock (RSUs awarded January 30, 2012)	1,449 ⁽⁴⁾	D	
Common Stock	1,008	D	
Common Stock	394	I ⁽⁵⁾	By Trust

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

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(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)	8. Amount or Number of Shares
Options on Common Stock	\$ 29.66			Code V (A) (D)		Date Exercisable 03/03/2011 ⁽⁶⁾ Expiration Date 02/03/2018	Options on Common 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.