

SIMPSON MANUFACTURING CO INC /CA/

Form 3

March 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Dankel Roger                            |          | (Month/Day/Year)                     | SIMPSON MANUFACTURING CO INC /CA/ [SSD]                                    |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 02/26/2014                           |  |  |
| 5956 W. LAS POSITAS                       |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| PLEASANTON,Â CAÂ 94588                    |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)                                | (give title below)   | (specify below)  |
|   |          |                                      | President, Simpson Strong-Tie  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)              | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock                                 | 60  | D  | Â   |
| Common Stock                                 | 1,948 <sup>(1)</sup>                                  | I  | By Trust  |
| Common Stock (RSUs awarded February 3, 2014) | 776 <sup>(2)</sup>                                    | D  | Â   |
| Common Stock (RSUs awarded February 6, 2013) | 776 <sup>(3)</sup>                                    | D  | Â   |
| Common Stock (RSUs awarded January 30, 2012) | 782 <sup>(4)</sup>                                    | D  | Â   |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year)                   | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|---|---|
| Options on Common Stock                    | Date Exercisable: 03/03/2011 <sup>(5)</sup><br>Expiration Date: 02/03/2018 | Title: Options on Common Stock<br>Amount or Number of Shares: 4,000         | \$ 29.66   | D   | Â   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Dankel Roger<br>5956 W. LAS POSITAS<br>PLEASANTON, CA 94588 | Â             | Â         | Â President, Simpson Strong-Tie | Â     |

## Signatures

Roger Dankel                      03/06/2014  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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.
- Amount includes 776 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 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (2) Amount includes 776 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 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (3) Amount includes 782 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 782 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (4) This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.
- (5)

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.