

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 *
 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)
 02/04/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (RSUs awarded February 4, 2017)	02/04/2017		A		6,372	A	\$ 43.42
					6,372	(1)	D
Common Stock (PRSUs awarded February 4, 2017)	02/04/2017		A		12,763	A	\$ 43.42
					12,763	(2)	D

Common Stock (RSUs awarded February 1, 2016)	7,104 ⁽³⁾	D	
Common Stock (PRsUs awarded February 1, 2016)	8,750 ⁽⁴⁾	D	
Common Stock (RSUs awarded February 2, 2015)	5,313 ⁽⁵⁾	D	
Common Stock (RSUs awarded February 3, 2014)	5,681 ⁽⁶⁾	D	
Common Stock (RSUs awarded February 6, 2013)	3,281 ⁽⁷⁾	D	
Common Stock (RSUs awarded January 30, 2012)	1,450	D	
Common Stock	1,008	D	
Common Stock	398	I ⁽⁸⁾	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magstadt Brian J 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588			Chief Financial Officer	

Signatures

/s/BRIAN J. MAGSTADT 02/07/2017

**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).
- (1) Amount includes 6,372 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 6,372 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (2) Amount includes 12,763 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 12,763 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 7,104 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 7,104 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (4) Amount includes 8,750 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 8,750 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.

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(5) Amount includes 5,313 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 5,313 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(6) Amount includes 5,681 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary 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.

(7) Amount includes 3,281 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary 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.

(8) 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.

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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