

SIMPSON MANUFACTURING CO INC /CA/
 Form 4
 February 18, 2015

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 *
 Mackenzie Jeffrey Eric

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)
 02/17/2015

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/17/2015		X		20,000	A	\$ 29.66
Common Stock	02/17/2015		X		20,000	D	\$ 36.0138
Common Stock (RSUs awarded February 2, 2015)					1,090	(1)	
					1,090	(2)	

Common Stock (RSUs awarded February 3, 2014)

Common Stock (RSUs awarded February 6, 2013)

Common Stock (RSUs awarded January 30, 2012)

7,232 ⁽³⁾ D

4,830 ⁽⁴⁾ D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options on Common Stock	\$ 29.66	02/17/2015		X	20,000	02/03/2012 ⁽⁵⁾	02/03/2018	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Mackenzie Jeffrey Eric
5956 W. LAS POSITAS BLVD.
PLEASANTON, CA 94588

Vice President

Signatures

/s/JEFFREY E.
MACKENZIE

02/18/2015

**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 1,090 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 1,090 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(2) Amount includes 1,090 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 1,090 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(3) Amount includes 7,232 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 7,232 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(4) Amount includes 4,830 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 4,380 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(5) This date represents the date of the first annual vesting period. This option vests equally over four years 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.

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