

SIMPSON MANUFACTURING CO INC /CA/  
 Form 4  
 February 02, 2016

**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 \*  
 Leung Sunny H

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)  
 02/01/2016

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock (RSUs awarded February 1, 2016)	02/01/2016		A		967 A \$ 32.63	967 (1)	D
Common Stock (RSUs awarded February 2, 2015)						967 (2)	D

Common Stock (RSUs awarded February 3, 2014)	1,931 <sup>(3)</sup>	D	
Common Stock (RSUs awarded February 6, 2013)	1,447 <sup>(4)</sup>	D	
Common Stock	484	D	
Common Stock	857	I	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 or Number of Shares (Instr. 3 and 4)
Options on Common Stock	\$ 29.66					Date Exercisable: 02/03/2012 Expiration Date: 02/03/2018	Common Stock	11,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

Leung Sunny H  
5956 W. LAS POSITAS BLVD.  
PLEASANTON, CA 94588

Vice President

## Signatures

/s/SUNNY H.  
LEUNG

02/02/2016

\*\*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 967 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 967 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(2) Amount includes 967 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 967 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(3) Amount includes 1,931 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 1,931 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(4) Amount includes 1,447 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 1,447 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

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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