

SIMPSON MANUFACTURING CO INC /CA/  
 Form 4  
 April 14, 2011

**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 \*  
 SIMPSON BARCLAY

2. Issuer Name and Ticker or Trading Symbol  
 SIMPSON MANUFACTURING CO INC /CA/ [NYSE: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)  
 04/13/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

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)
Common Stock				(A) Amount Price	1,000,000	I	Shares are owned by Sharon H. Simpson, wife of Barclay Simpson, as sole and separate property
Common Stock	04/13/2011		G	325,000 A <u>(6)</u> Price	600,000 <u>(1)</u>	I	By nonprofit public

benefit corporation

Common Stock						6,128 <sup>(2)</sup>	I	By Trust	
Common Stock	04/13/2011		G	V	325,000	D	<sup>(4)</sup>	6,703,392	D
Common Stock	04/13/2011		G	V	896	D	<sup>(5)</sup>	6,704,288	D

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	\$ 32.626			Code V	(A) (D)	Date Exercisable: 02/03/2012 <sup>(3)</sup> Expiration Date: 02/03/2016	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON BARCLAY 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588	X	X	Chairman of the Board	

## Signatures

/s/Barclay  
Simpson

04/13/2011

\_\_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) The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation (the "Fund"), of which Barclay Simpson is a Director. Barclay Simpson disclaims beneficial ownership of these shares. In addition, the Fund could be deemed a 10% owner of the common stock of the issuer if it were deemed part of a group with Barclay Simpson within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Fund and Barclay Simpson disclaim the existence of any such group.
- (2) The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which Barclay Simpson is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code.
- (3) This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant.
- (4) The shares were given as a bona fide gift to the Sharon H. Simpson Irrevocable Grantor Trust dated December 1, 2010.
- (5) The shares were given as a bona fide gift to Barclay Simpson's daughter Anne Gattis and his grandson Sean Gattis.
- (6) The shares were received as a bona fide gift from the Sharon H. Simpson Irrevocable Grantor Trust dated December 1, 2010.

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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