

FITZMYERS THOMAS J  
 Form 4  
 December 14, 2012

**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 \*  
 FITZMYERS THOMAS J

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

(Last) (First) (Middle)  
 5956 W. LAS POSITAS BLVD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

PLEASANTON, CA 94588

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 12/12/2012                           |  | I <sup>(1)</sup>               | 15,108  | D \$ 32.48  | 5,964 <sup>(1)</sup>                                     | I By Trust  |
| Common Stock                    | 12/13/2012                           |  | S                              | 30,695  | D \$ 31.944   | 119,309  | D   |
| Common Stock                    | 12/13/2012                           |  | S                              | 9,305   | D \$ 32.0225  | 110,004  | D   |
| Common Stock                    | 12/13/2012                           |  | S                              | 7,898   | D \$ 32   | 102,106  | D   |
| Common Stock                    | 12/13/2012                           |  | S                              | 2,102   | D \$ 32.0367  | 100,004  | D   |

Common Stock 2,996 <sup>(2)</sup> D

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

**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.**

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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                    | \$ 40.72   |                                      |  |                                |   | 01/27/2007 <sup>(3)</sup> 01/26/2013                     | Common Stock  | 9,000                         |
| Options on Common Stock                    | \$ 29.66   |                                      |  |                                |   | 02/03/2012 <sup>(3)</sup> 02/03/2018                     | Common Stock  | 18,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| FITZMYERS THOMAS J<br>5956 W. LAS POSITAS BLVD.<br>PLEASANTON, CA 94588 | X             |           | Chairman of the Board |       |

## Signatures

/s/THOMAS J FITZMYERS 12/14/2012

\*\*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 Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which the reporting person is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code. The shares reported were transferred from one investment option, Simpson Manufacturing Co., Inc. Common Stock, to another investment option within the Plan.

(2) Amount represents an award of restricted stock units awarded on January 30, 2012. This award vests one fourth on each of the award date and the first, second and third anniversaries of the transaction date. Amount of shares is shown net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(3) This date represents the first annual vesting period. This option vests equally over four years beginning with the grant date.

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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