SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 07, 2017

redition of,										
FORM	14			NID EX	CTT 4	NOF			PPROVAL	
	CIVILLE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287		
Check thi								Expires:	January 31,	
if no long subject to Section 16 Form 4 of Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response 0.5				
obligation may continue of the see Instruction (b).	sinue. Section 17(a	suant to Section a) of the Public U 30(h) of the I	Itility Hole	ding Cor	npan	y Act of	1935 or Section	n		
(Print or Type R	Responses)									
1. Name and A Mackenzie J	or Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
			SIMPSON MANUFACTURING CO INC /CA/ [SSD] (C				(Checl	neck all applicable)		
(Last)	(First) (M	Oate of Earliest Transaction onth/Day/Year)				Director 10% Owner Other (specify below) below)				
5956 W. LA	S POSITAS BLV	VD. 02/04/2	2017					ce President		
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLEASANT	CON, CA 94588						Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip) Tak	ole I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if Transaction(A)		4. Securion(A) or D (Instr. 3,	ispose 4 and	ed of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (RSUs awarded February 4, 2017)	02/04/2017		A	967	A	\$ 43.42	967 <u>(1)</u>	D		
Common Stock (PRSUs awarded February 4, 2017)	02/04/2017		A	2,578	A	\$ 43.42	2,578 (2)	D		

Common Stock (RSUs awarded February 1, 2016)	998 (3)	D
Common Stock (PRSUs awarded February 1, 2016)	1,894 (4)	D
Common Stock (RSUs awarded February 2, 2015)	1,090 (5)	D
Common Stock (RSUs awarded Febuary 3, 2014)	969 <u>(6)</u>	D
Common Stock (RSUs awarded February 6, 2013)	3,625 (7)	D
Common Stock	4	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable

Expiration Title Amount Date

or

Number of Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

Vice President

Signatures

/s/JEFFREY E.

MACKENZIE 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).
- Amount includes 967 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, (1) February 15, 2018, February 15, 2019, and February 15, 2020. The 967 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 2,578 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 2,578 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.
- Amount includes 998 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award (3) date and the first, second and third anniversaries of the award date. The 998 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 1,894 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 1,894 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.
- Amount includes 1,090 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest one fourth on each of the award (5) 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.
- Amount includes 969 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest one fourth on each of the award (6) date and the first, second and third anniversaries of the award date. The 969 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 3,625 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award (7) date and the first, second and third anniversaries of the award date. The 3,625 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.

Reporting Owners 3 Trans (Insti

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.