

SIMPSON MANUFACTURING CO INC /CA/
 Form 4
 February 07, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Colonias Karen Winifred

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)
 02/04/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock (RSUs awarded February 4, 2017)	02/04/2017		A		15,467 A \$ 43.42	15,467 ⁽¹⁾	D
Common Stock (PRSUs awarded February 4, 2017)	02/04/2017		A		22,284 A \$ 43.42	22,284 ⁽²⁾	D

Common Stock (RSUs awarded February 1, 2016)	17,010 ⁽³⁾	D	
Common Stock (PRsUs awarded February 1, 2016)	20,944 ⁽⁴⁾	D	
Common Stock (RSUs awarded February 2, 2015)	12,851 ⁽⁵⁾	D	
Common Stock (RSUs awarded February 3, 2014)	13,708 ⁽⁶⁾	D	
Common Stock (RSUs awarded February 6, 2013)	14,577 ⁽⁷⁾	D	
Common Stock (RSUs awarded January 30, 2012)	3,765	D	
Common Stock	3,372	I ⁽⁸⁾	By Trust

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)

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(6) Amount includes 13,708 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 13,708 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(7) Amount includes 14,577 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 14,577 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(8) 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.

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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