

FITZMYERS THOMAS J
 Form 4
 January 30, 2006

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)

(Last) (First) (Middle)
 4120 DUBLIN BLVD., SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2006

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

DUBLIN, CA 94568

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 500,004 | D | |
| Common Stock | | | | | 20,072 (2) | I | By Trust |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Options on Common Stock | \$ 40.72 | 01/27/2006 | | A | 9,000 | 01/27/2007 ⁽¹⁾ 01/26/2013 | Common Stock 9,000 |
| Options on Common Stock | \$ 10.9375 | | | | | 01/01/2001 ⁽¹⁾ 12/31/2006 | Common Stock 18,000 |
| Options on Common Stock | \$ 16.45 | | | | | 01/01/2004 ⁽¹⁾ 12/31/2009 | Common Stock 18,000 |
| Options on Common Stock | \$ 25.43 | | | | | 01/01/2005 ⁽¹⁾ 12/31/2010 | Common Stock 18,000 |
| Options on Common Stock | \$ 34.9 | | | | | 01/01/2006 ⁽¹⁾ 12/31/2011 | Common Stock 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZMYERS THOMAS J 4120 DUBLIN BLVD., SUITE 400 DUBLIN, CA 94568 | X | | President & CEO | |

Signatures

THOMAS J
FITZMYERS

01/27/2006

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

The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which the

(2) reporting person is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code. The number of shares owned by the reporting person is based on a recent statement.

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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