

SIMPSON MANUFACTURING CO INC /CA/

Form 4

December 15, 2016

# 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/ [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)  
12/13/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice 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 Ownership (Instr. 4) |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                                 | 12/13/2016                           |                                                    | S                              | V                                                                 | 100,000                                                                                       | D                                                        |                                   |
| Common Stock (RSUs awarded February 3, 2014) |                                      |                                                    |                                |                                                                   | 2,423 <sup>(1)</sup>                                                                          | D                                                        |                                   |
| Common Stock (RSUs awarded)                  |                                      |                                                    |                                |                                                                   | 2,173 <sup>(2)</sup>                                                                          | D                                                        |                                   |

February  
6, 2013)

Common  
Stock  
(RSUs  
awarded  
January  
30, 2012)

2,923 <sup>(3)</sup> 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

## 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             |           | Vice<br>Chairman of<br>the Board |       |

## Signatures

/s/THOMAS J  
FITZMYERS 12/14/2016

\*\*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) Amount includes 2,423 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 2,423 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(2) Amount includes 2,173 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 2,173 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(3) Amount includes 2,923 shares of restricted stock units (RSUs) awarded on January 30, 2012. RSUs vested one fourth on each of the award date and the first, second and third anniversaries of the award date. Amount was increased by 5 shares to reflect the difference between the number of shares that was expected to be withheld to cover the estimated income taxes due on vesting (estimated on January 30, 2012, the date of the award) and the actual number of shares that was withheld on vesting of the RSUs.

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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