

SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 03, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
02/01/2016

☐ 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 Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Common Stock (RSUs awarded February 1, 2016) | 02/01/2016 | | A | 17,010 A | \$ 32.63 17,010 ⁽¹⁾ | D | |
| Common Stock (PRSUs awarded February 1, 2016) | 02/01/2016 | | A | 20,944 A | \$ 32.63 20,944 ⁽²⁾ | D | |

| | | | |
|---|-----------------------|------------------|----------|
| Common Stock (RSUs awarded February 2, 2015) | 12,851 ⁽³⁾ | D | |
| Common Stock (RSUs awarded February 3, 2014) | 13,708 ⁽⁴⁾ | D | |
| Common Stock (RSUs awarded February 6, 2013) | 14,577 ⁽⁵⁾ | D | |
| Common Stock (RSUs awarded January 30, 2012) | 3,765 | D | |
| Common Stock | 3,339 | I ⁽⁶⁾ | 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)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| Code | V | (A) | (D) | Date | Expiration | Title | Amount | or | Number |

of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Colonias Karen Winifred 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588 | X | | President & CEO | |

Signatures

/s/KAREN W.
COLONIAS 02/02/2016

__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 17,010 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 17,010 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(2) Amount includes 20,944 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 20,944 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.

(3) Amount includes 12,851 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 12,851 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

(4) 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.

(5) 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.

(6) 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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