

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 13, 2008**

**Simpson Manufacturing Co., Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-23804**

(Commission  
file number)

**94-3196943**

(I.R.S. Employer  
Identification No.)

**5956 W. Las Positas Boulevard, Pleasanton, CA 94588**

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-2)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Directors; Compensatory Arrangements of Certain Officers**

On February 13, 2008, the Compensation Committee of our Board of Directors approved a change to the 2008 qualifying level and targeted payout for our Executive Officer Cash Profit Sharing Plan. The revised qualifying level and targeted payout are set forth on Exhibit 10 attached hereto and incorporated herein by this reference.

**Item 8.01 Other Events.**

On February 19, 2008, Simpson Manufacturing Co., Inc. announced the declaration of a cash dividend in a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 10	Compensation of Named Executive Officers
Exhibit 99.1	Press release dated February 19, 2008.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Simpson Manufacturing Co., Inc.**

(Registrant)

**DATE:** February 19, 2008

By /s/ Michael J. Herbert

Michael J. Herbert  
Chief Financial Officer

**Exhibit 10 Compensation of Named Executive Officers.**

Our officers participate in our Executive Officer Cash Profit Sharing Plan, which is designed to reward them with quarterly cash bonuses based on operating profit for their respective profit centers less a return on assets, as established by our Board of Directors. For this purpose, we generally define operating profit as:

Income from operations (of Simpson Manufacturing Co., Inc. or relevant subsidiary)

Plus: Stock compensation charges  
Certain bonuses and commissions  
Salaried pension contributions  
Self-insured workers' compensation costs

Equals: operating profit

Once we determine the operating profit, we subtract qualifying levels based on a specified return on assets (also as established by our Board of Directors) to determine the pool of profit available to our participating employees. We generally determine the return on assets as follows:

Average assets, net of specified liabilities, for the 3 months ended on the last day of the month prior to the end of the quarter

Less: Cash  
Real estate  
Self-Insured workers' compensation reserves

Multiplied by: Specified return percentage for company or subsidiary

Equals: Qualifying level

Based on our operating profit for each of the 4 quarters of 2008, our officers may receive a payout after our quarterly earnings are announced to the public. If the operating profit is lower or higher than the targeted operating profit, the payout will be correspondingly lower or higher, but we generally do not make any payment when the operating profit is less than the qualifying level.

In December 2007, we reported the 2008 operating profit goals, qualifying levels and targeted payouts for each of the Named Executive Officers, as follows:

	<u>Operating Profit Goal</u>	<u>Qualifying Level</u>	<u>Targeted Payout</u>
Thomas J Fitzmyers	\$162,431,000	\$ 94,945,000	\$ 1,097,000
Barclay Simpson	162,431,000	94,945,000	315,000
Phillip Terry Kingsfather	161,774,000	87,751,000	617,000
Michael J. Herbert	162,431,000	94,945,000	494,000
Stephen P. Eberhard	657,000	7,194,000	—

On February 13, 2008, the Compensation Committee revised the qualifying levels and targeted payouts for the Named Executive Officers to adjust for acquisitions, as follows:

	<b><u>Operating Profit Goal</u></b>	<b><u>Qualifying Level</u></b>	<b><u>Targeted Payout</u></b>
Thomas J Fitzmyers	\$162,509,000	\$ 95,586,000	\$ 1,213,000
Barclay Simpson	162,509,000	95,586,000	348,000
Phillip Terry Kingsfather	161,852,000	88,392,000	650,000
Michael J. Herbert	162,509,000	95,586,000	526,000
Stephen P. Eberhard	657,000	7,194,000	—

We use these parameters only to provide incentive to our officers and employees who participate in our Executive Officer Cash Profit Sharing Plan and our Cash Profit Sharing Plan. You should not draw any inference whatsoever from these parameters about our future financial performance. You should not take these parameters as projections or guidance of any kind.

Also affected by this change were the operating profit goals related to whether we grant stock options under our 1994 Stock Option Plan to our Named Executive Officers. In December 2007, we reported the 2008 operating profit goals and anticipated stock options grants as follows:

	<b><u>Operating Profit Goal</u></b>	<b><u>Option Grant</u></b>
Thomas J Fitzmyers	\$163,583,000	9,000 shares
Barclay Simpson	163,583,000	1,000 shares
Phillip Terry Kingsfather	162,442,000	28,000 shares
Michael J. Herbert	163,583,000	6,000 shares
Stephen P. Eberhard	1,141,000	16,000 shares

On February 13, 2008, the Compensation Committee revised operating profit goals for the Named Executive Officers for consistency with the cash profit sharing operating profit goals, as follows:

	<b><u>Operating Profit Goal</u></b>	<b><u>Option Grant</u></b>
Thomas J Fitzmyers	\$162,509,000	9,000 shares
Barclay Simpson	162,509,000	1,000 shares
Phillip Terry Kingsfather	161,852,000	28,000 shares
Michael J. Herbert	162,509,000	6,000 shares
Stephen P. Eberhard	657,000	16,000 shares

We use these parameters only to provide incentive to our officers and employees who participate in our 1994 Stock Option Plan. You should not draw any inference whatsoever from these parameters about our future financial performance. You should not take these parameters as projections or guidance of any kind.

**SIMPSON MANUFACTURING CO., INC.  
ANNOUNCES DECLARATION OF CASH DIVIDEND**

Pleasanton, CA -- Simpson Manufacturing Co., Inc. announced today that, on February 13, 2008, its Board of Directors declared a cash dividend of \$0.10 per share. The record date for the dividend will be April 3, 2008, and it will be paid on April 24, 2008.

Simpson Manufacturing Co., Inc., headquartered in Pleasanton, California, through its subsidiary, Simpson Strong-Tie Company Inc., designs, engineers and is a leading manufacturer of wood-to-wood, wood-to-concrete and wood-to-masonry connectors and fastening systems, stainless steel fasteners and pre-fabricated shearwalls. Simpson Strong-Tie also offers a full line of adhesives, mechanical anchors and powder actuated tools for concrete, masonry and steel. The Company's other subsidiary, Simpson Dura-Vent Company, Inc., designs, engineers and manufactures venting systems for gas and wood burning appliances. The Company's common stock trades on the New York Stock Exchange under the symbol "SSD."

For further information, contact Barclay Simpson at (925) 560-9032.