

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 23, 2009**

Simpson Manufacturing Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-13429

(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 23, 2009, the Board of Directors of Simpson Manufacturing Co., Inc., a Delaware corporation (the “Company”, to which we sometimes refer as “we”, “us” or “our”), appointed Karen W. Colonias as our Chief Financial Officer, Treasurer and Secretary. We expect that the Boards of Directors of various of our subsidiaries will appoint Ms. Colonias to similar offices for them. In addition, our Board of Directors appointed Michael J. Herbert as our Vice President, responsible for international operations outside of North America. Both of these appointments will be effective May 11, 2009. On February 25, 2009, the Board of Directors of Simpson Strong-Tie Company Inc. (“Simpson Strong-Tie”) changed the title of Phillip Terry Kingsfather from President and Chief Operating Officer to Chief Executive Officer of Simpson Strong-Tie, effective immediately.

Karen W. Colonias, age 51, has, since 2004, held the position of Vice President of our subsidiary, Simpson Strong-Tie, and in that capacity has served as the Branch Manager of Simpson Strong-Tie’s manufacturing facility in Stockton, California. She joined Simpson Strong-Tie in 1984 as an engineer in the research and development department, where she was responsible for the design and testing of new products and code development. In 1998, Simpson Strong-Tie promoted Ms. Colonias to Vice President of Engineering, responsible for Simpson Strong-Tie’s research and development efforts. Before joining Simpson Strong-Tie, she worked as a civil engineer for the Bechtel Corporation. Ms. Colonias has a BS in Engineering and an MBA and is also a licensed professional engineer.

For 2009, Ms. Colonias’ annualized salary is expected to total \$262,119 and her annualized non-equity incentive plan compensation is targeted to total \$85,000. The latter amount may be more or less, depending on our actual performance in 2009. The Compensation Committee of our Board of Directors has also committed to grant to Ms. Colonias an option to purchase 2,000 shares of our common stock if Simpson Strong-Tie achieves its 2009 operating profit goal of \$61,876,000 and an option to purchase 4,000 shares of our common stock if Simpson Strong-Tie’s Stockton branch achieves its 2009 operating profit goal of \$19,245,000.

Michael J. Herbert, age 50, has served as our and our subsidiaries’ Chief Financial Officer, Treasurer and Secretary since 2000. From 1988 to 2000 he held various financial management positions, with his last position as Director of Finance, with Sun Microsystems, Inc. For the 2009 fiscal year, Mr. Herbert’s salary is expected to total \$262,119 and his non-equity incentive plan compensation is targeted to total \$85,000. The latter amount may be more or less, depending on our actual performance in 2009. The Compensation Committee previously committed to grant to Mr. Herbert an option to purchase 40,000 shares of our common stock if the Company achieves its 2009 operating profit goal of \$65,578,000.

The targeted non-equity incentive plan compensation for 2009, if any, will be provided under our Executive Officer Cash Profit Sharing Plan. Awards are based on a percentage of the amount by which net profits, as defined by the Compensation Committee, for a fiscal quarter exceed a qualifying level of net profits for the Company, subsidiary or branch, as appropriate, for that fiscal quarter (see Exhibit 10, Compensation of Named Executive Officers). The salary and Executive Officer Cash Profit Sharing Plan bonus for each of the officers were approved by the Compensation Committee. Each of the officers is also eligible, subject to approval by the Compensation Committee, to receive a contribution to his or her defined contribution profit sharing trust account in the amount of 10% of his or her annual salary, with a contribution limit of \$24,500 for 2009, plus a pro rata share of forfeitures by other participants. Each of the officers’ employment is at-will.

Item 8.01 Other Events.

On February 26, 2009, Simpson Manufacturing Co., Inc. announced the declaration of a cash dividend of \$0.10 per share 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

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
10	Compensation of Named Executive Officers
99.1	Press release dated February 26, 2009

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 26, 2009

By /s/ Michael J. Herbert

Michael J. Herbert
Chief Financial Officer

Exhibit 10 Compensation of Named Executive Officers

Our executive officers are at-will employees. We do not have a written employment contract with any of them. We or the officer can terminate the employment relationship at any time, for any reason, with or without cause. For 2009, we have set the following officers' annual salaries and expect to contribute to their defined contribution profit sharing trust accounts, as follows:

	<u>2009 Salary</u>	<u>Estimated Profit Sharing Trust Con- tribution{1}</u>
Thomas J Fitzmyers President and Chief Executive Officer	\$ 336,036	\$ 24,500
Barclay Simpson Chairman of the Board	150,000	15,000
Phillip Terry Kingsfather President and Chief Executive Officer of Simpson Strong-Tie Company Inc.	275,000	24,500
Michael J. Herbert Chief Financial Officer, Treasurer and Secretary {2} Vice President {3}	262,119	24,500
Karen W. Colonias {4} Vice President and Branch Manager of Simpson Strong-Tie Company Inc. {2} Chief Financial Officer, Treasurer and Secretary {3}	262,119	24,500
Jeffrey E. Mackenzie Vice President	160,000	16,000
Stephen P. Eberhard President and Chief Executive Officer of Simpson Dura-Vent Company, Inc.	250,985	24,500

{1} If we employ the officer on December 31, 2009, we will (in 2010) contribute to his or her profit sharing trust account 10% of his or her annual salary, with a contribution limit of \$24,500 for 2009, plus a pro rata share of forfeitures by other participants.

{2} Until May 11, 2009.

{3} Commencing May 11, 2009.

{4} Amounts represent annualized salary and profit sharing trust contribution. Ms. Colonias' current salary is \$178,836 and will remain at that level through May 10, 2009.

Those 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 of Simpson Manufacturing Co., Inc. or relevant subsidiary, 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
	Goodwill and indefinite lived intangible assets
	Self-Insured workers' compensation reserves
Multiplied by:	Specified return percentage for Simpson Manufacturing Co., Inc. or relevant subsidiary
Equals:	Qualifying level

Based on our operating profit for each of the 4 quarters of 2009, our officers may receive a payout after our quarterly earnings are announced to the public. Whether or not we pay amounts in any quarter under the Executive Officer Cash Profit Sharing Plan does not affect our officer's ability to earn amounts in any other quarter. 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 for the quarter is less than the qualifying level for the quarter.

For the full year 2009, the annual operating profit goals, qualifying levels and targeted payouts for each of the following executive officers are as follows:

	<u>Operating Profit Goal</u>	<u>Qualifying Level</u>	<u>Targeted Payout{1}</u>
Thomas J Fitzmyers	\$ 66,205,000	\$ 76,897,000	\$ 270,000
Barclay Simpson	66,205,000	76,897,000	78,000
Phillip Terry Kingsfather	62,497,000	70,468,000	102,000
Michael J. Herbert	66,205,000	76,897,000	85,000
Karen W. Colonias{2}	66,205,000	76,897,000	85,000
Jeffrey E. Mackenzie	66,205,000	76,897,000	37,000
Stephen P. Eberhard	3,708,000	6,429,000	30,000

{1} Amounts expected to be paid for the full year of 2009 if operating profit goals established at the beginning of the year are met and qualifying levels are as projected at the beginning of the year.

{2} Amounts represent estimated annualized operating profit goal and targeted payout.

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.

Each of our officers participates in our 1994 Stock Option Plan. Whether we grant stock options under our 1994 Stock Option Plan each year depends on whether we or our relevant subsidiary or branch meets the applicable operating profit goal for the preceding year. If we or the relevant subsidiary or branch does not achieve the applicable operating profit goal for a year, we do not grant stock options to the affected officer(s) for that year. If we meet all applicable operating profit goals for 2009, computed as income from operations of the relevant business plus stock option charges, certain incentive compensation and commissions, salaried pension contributions and self-insured workers' compensation costs, we anticipate granting stock options to the following executive officers for the following numbers of shares of our common stock:

	<u>Operating Profit Goal{1}</u>	<u>Option Grant</u>
Thomas J Fitzmyers	\$ 65,578,000	18,000 shares
Barclay Simpson	65,578,000	2,000 shares
Phillip Terry Kingsfather	61,876,000	106,000 shares
Michael J. Herbert	65,578,000	40,000 shares
Karen W. Colonias	61,876,000 19,245,000	2,000 shares 4,000 shares
Jeffrey E. Mackenzie	65,578,000	40,000 shares
Stephen P. Eberhard	3,702,000	32,000 shares

{1} Each Operating Profit Goal relates to Simpson Manufacturing Co., Inc., except that the \$61,876,000 Operating Profit Goal for each of Phillip Terry Kingsfather and Karen W. Colonias relates to Simpson Strong-Tie Company Inc., the \$19,245,000 Operating Profit Goal for Karen W. Colonias relates to the Simpson Strong-Tie Company Inc. branch in Stockton, California, and the Operating Profit Goal for Stephen P. Eberhard relates to Simpson Dura-Vent Company, Inc.

We also pay allowances for travel costs. Mr. Fitzmyers receives compensation for the cost to hire an airplane for travel between his home and our offices or for business travel. We compute the cost of the use of airplanes using the Standard Industrial Fare Level tables in the applicable Internal Revenue Service Regulations. We estimate our cost for this allowance for 2009 will be approximately \$400,000, although the amount of compensation to be recognized by Mr. Fitzmyers under the Internal Revenue Service Regulations may be less, depending on the extent of the use of the airplane for business travel.

We pay Mr. Eberhard an allowance for an automobile for business use and for his personal use. We estimate our cost for this allowance for 2009 will be approximately \$16,000.

The Compensation Committee renewed the housing allowance for Mr. Kingsfather for an additional 2 years, through 2011. We estimate our cost for this allowance for 2009 will be approximately \$130,000.

Compensation of Directors

We pay each of our directors whom we do not compensate as an officer or employee –

- an annual retainer of \$32,000,
- a fee of \$2,000 for attending a scheduled meeting of our Board of Directors, whether he or she attends in person or by telephone,
- a fee of \$2,000 for attending a scheduled committee meeting held on a day when our Board of Directors does not meet, whether he or she attends in person or by telephone,
- a fee of \$1,000 for attending a committee meeting on the same day as a scheduled meeting of our Board of Directors or another committee, whether he or she attends in person or by telephone, and
- a fee of half the normal meeting fee for attending an unscheduled Board of Directors or committee meeting held by telephone.

We pay the Chair of the Audit Committee an additional annual fee of \$8,000. We pay the Chair of each of the Compensation Committee and the Governance and Nominating Committee an additional annual fee of \$4,000. We reimburse outside directors for expenses that they incur in attending Board of Directors and committee meetings and educational programs. We pay each outside director \$3,000 per day and reimburse his or her expenses when he or she visits our facilities to observe operations.

Each of our independent directors is eligible to receive stock options under our 1995 Independent Director Stock Option Plan for each year that we meet our annual operating profit goal. The operating profit goal for stock option grants for our independent directors is the same as the operating profit goal for stock option grants to Messrs. Fitzmyers, Simpson, Herbert and Mackenzie. We grant each independent director an option to purchase 4,000 shares of our common stock in the first year we make our operating profit goal after he or she is appointed to our Board of Directors and an option to purchase 5,000 shares of our common stock for each subsequent year that we make our operating profit goal.

Exhibit 99.1 Press release dated February 26, 2009.

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

Pleasanton, CA -- Simpson Manufacturing Co., Inc. announced today that, on February 23, 2009, its Board of Directors ("Board") declared a cash dividend of \$0.10 per share. The record date for the dividend will be April 3, 2009, and it will be paid on April 24, 2009.

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.