

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL	
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1. Name and Address of Reporting Person * Mackenzie Jeffrey Eric			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)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2017		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) Vice President	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
5956 W. LAS POSITAS BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)	6. Individual or Joint/Group Filing (Check Applicable Line)		
PLEASANTON	CA	94588		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (RSUs awarded February 4, 2017)	02/04/2017		A		967	A	\$43.42	967 ⁽¹⁾	D	
Common Stock (PRsUs awarded February 4, 2017)	02/04/2017		A		2,578	A	\$43.42	2,578 ⁽²⁾	D	
Common Stock (RSUs awarded February 1, 2016)								998 ⁽³⁾	D	
Common Stock (PRsUs awarded February 1, 2016)								1,894 ⁽⁴⁾	D	
Common Stock (RSUs awarded February 2, 2015)								1,090 ⁽⁵⁾	D	
Common Stock (RSUs awarded February 3, 2014)								969 ⁽⁶⁾	D	
Common Stock (RSUs awarded February 6, 2013)								3,625 ⁽⁷⁾	D	
Common Stock								4	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Amount includes 967 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, February 15, 2018, February 15, 2019, and February 15, 2020. The 967 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

2. Amount includes 2,578 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest fully on February 15, 2020, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%) versus the Company's peer group median. The 2,578 shares assume that the number of shares that vest are based on targeted performance and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

3. Amount includes 998 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 998 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

4. Amount includes 1,894 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 1,894 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.

5. Amount includes 1,090 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 1,090 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

6. Amount includes 969 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 969 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

7. Amount includes 3,625 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 3,625 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

/s/JEFFREY E. MACKENZIE

02/07/2017

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.