**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

1. **Name and Address of Reporting Person**
   Mackenzie Jeffrey Eric
   (Last)  (First)  (Middle)
   5956 W. LAS POSITAS BLVD.
   (Street)  PLEASANTON  CA  94588
   (City)  (State)  (Zip)

2. **Issuer Name and Ticker or Trading Symbol**
   SIMPSON MANUFACTURING CO INC /CA/ [ SSD ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   02/02/2015

4. **If Amendment, Date of Original Filed (Month/Day/Year)**

5. **Relationship of Reporting Person(s) to Issuer**
   (Check all applicable)
   - Director
   - 10% Owner
   - Other (specify below)
     Vice President

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - Form filed by One Reporting Person
   - Form filed by More than One Reporting Person
   - X Form filed by One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (RSUs awarded February 2, 2015)</td>
<td>02/02/2015</td>
<td>A</td>
<td>1,090</td>
<td>A</td>
<td>$32.64</td>
<td>1,090 (1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (RSUs awarded February 3, 2014)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock (RSUs awarded February 6, 2013)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock (RSUs awarded January 30, 2012)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)
<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Options on Common Stock</td>
<td>$29.66</td>
<td>02/03/2012</td>
<td>02/03/2018</td>
<td>Common Stock</td>
<td>20,000</td>
<td>20,000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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.

2. Amount includes 1,090 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 1,090 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

3. Amount includes 7,232 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 7,232 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

4. Amount includes 4,830 shares of restricted stock units (RSUs) awarded on January 30, 2012. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 4,830 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

5. This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant.

/s/JEFFREY E. MACKENZIE  02/03/2015

**Signature of Reporting Person**  **Date**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(vi).


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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