

# 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*<br><b>Dankel Roger</b> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br>SIMPSON MANUFACTURING CO INC /CA/ [ <a href="#">SSD</a> ] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, Simpson Strong-Tie</b> |  |  |  |
| (Last)  | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/02/2015</b>                                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |  |
| <b>5956 W. LAS POSITAS</b>                                      |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |  |  |  |  |
| (Street)  | (City)    | (State)      | (Zip)  |  |  |  |  |  |  |
| <b>PLEASANTON</b>   | <b>CA</b> | <b>94588</b> |  |  |  |  |  |  |  |

**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 2, 2015) | 02/02/2015                           |  | A                              |   | 2,164   | A          | \$32.64 | 2,164 <sup>(1)</sup>  | D  |   |
| Common Stock (RSUs awarded February 3, 2014) |                                      |  |                                |   |   |            |         | 776 <sup>(2)</sup>  | D  |   |
| Common Stock (RSUs awarded February 6, 2013) |                                      |  |                                |   |   |            |         | 776 <sup>(3)</sup>  | D  |   |
| Common Stock (RSUs awarded January 30, 2012) |                                      |  |                                |   |   |            |         | 782 <sup>(4)</sup>  | D  |   |
| Common Stock                                 |                                      |  |                                |   |   |            |         | 1,993 <sup>(5)</sup>  | I  | By Trust  |
| Common Stock                                 |                                      |  |                                |   |   |            |         | 60  | 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 |   |  |  |   |  |
| Options on Common Stock                    | \$29.66  |                                      |  |                                |   |  |     | 03/03/2011<br>(6)  | 02/03/2018      | Options on Common Stock   | 4,000                                      | 4,000  | D   |  |

**Explanation of Responses:**

- Amount includes 2,164 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 2,164 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 776 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 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 776 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 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 782 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 782 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- 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 qualifies under sections 401(a)(26) and 410 of the Internal Revenue Code.
- This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.

/s/ROGER DANKEL

02/03/2015

\*\* 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.**