

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* Dankel Roger | | | 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) 06/09/2017 | | | <input checked="" type="checkbox"/> Director President, Simpson Strong-Tie | 10% Owner Other (specify below) | | |
| 5956 W. LAS POSITAS | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) | (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| PLEASANTON | CA | 94588 | | | | | | | |

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 | 06/09/2017 | | X | | 4,000 | A | \$29.66 | 4,060 | D | |
| Common Stock | 06/09/2017 | | X | | 4,000 | D | \$42.01 | 60 | D | |
| Common Stock (RSUs awarded February 4, 2017) | | | | | | | | 4,423 ⁽¹⁾ | D | |
| Common Stock (PRsUs awarded February 4, 2017) | | | | | | | | 8,859 ⁽²⁾ | D | |
| Common Stock (RSUs awarded February 1, 2016) | | | | | | | | 4,974 ⁽³⁾ | D | |
| Common Stock (PRsUs awarded February 1, 2016) | | | | | | | | 6,126 ⁽⁴⁾ | D | |
| Common Stock (RSUs awarded February 2, 2015) | | | | | | | | 2,164 ⁽⁵⁾ | D | |
| Common Stock (RSUs awarded February 3, 2014) | | | | | | | | 776 ⁽⁶⁾ | D | |
| Common Stock (RSUs awarded February 6, 2013) | | | | | | | | 776 ⁽⁷⁾ | D | |
| Common Stock (RSUs awarded January 30, 2012) | | | | | | | | 782 | D | |
| Common Stock | | | | | | | | 2,013 ⁽⁸⁾ | I | By Trust |

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

| 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 | | | | | | Title |
| Options on Common Stock | \$29.66 | 06/09/2017 | | X | | | 4,000 | 03/03/2011 (9) | 02/03/2018 | Options on Common Stock | 4,000 | \$29.66 | 0 | D | |

Explanation of Responses:

- Amount includes 4,423 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 4,423 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 8,859 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 8,859 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.
- Amount includes 4,974 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 4,974 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 6,126 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 6,126 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.
- 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.
- 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 06/13/2017

** 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.

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