

**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

OMB Number:	3235-0287
Expires:	December 31, 2014
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1. Name and Address of Reporting Person* Sharon H. Simpson			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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) 21C Orinda Way	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015					
(Street) Orinda	CA	94563	4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

**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	02/04/2015		S		60,000	D	\$33.4002	6,176,036 <sup>(1)</sup>	I	By Trust
Common Stock	02/05/2015		S		45,900	D	\$33.4534	6,130,136 <sup>(1)</sup>	I	By Trust
Common Stock								1,000,000	D	
Common Stock								145,000 <sup>(2)</sup>	I	By non-profit public benefit corporation
Common Stock	02/03/2015		S		6,036 <sup>(3)</sup>	D	\$33.42	0	I	401(k)

**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					
<b>Explanation of Responses:</b>														

1. The shares are owned by Sharon H. Simpson, Trustee of the Barclay and Sharon Simpson 2007 Trust, dated May 25, 2007.
2. The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation, of which Sharon Simpson is a member of the Board of Directors. Sharon Simpson disclaims beneficial ownership of these shares.
3. The shares were sold in conjunction with the distribution of Barclay Simpson's account in the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan"). The number of shares represents the last reported position and the price represents the closing price on the date of the transaction.

/s/SHARON H. SIMPSON    02/05/2015

\*\* 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.**