

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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* Stephen P. Eberhard 4120 Dublin Blvd., Suite 400 Dublin CA 94568	2. Issuer Name and Ticker or Trading Symbol Simpson Manufacturing Co., Inc. [NYSE:SSD]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Simpson Dura-Vent
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 03/22/2004	
	4. If amendment, Date 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

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 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								54,346	D	
Common Stock								219	I	By Trust

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).

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 control number.

Form 4 (cont.)
Name and Address of Reporting Person
Stephen P. Eberhard
4120 Dublin Blvd., Suite 400
Dublin CA 94568

Issuer Name and Ticker or Trading Symbol
Simpson Manufacturing Co., Inc. [NYSE:SSD]

Period Of Report
03/22/2004

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options on Common Stock	\$50.86	03/22/2004		A/K		5,000		01/01/2005 (2)	12/31/2010	Common Stock	5,000	\$50.86	5,000	D	
Options on Common Stock	\$16.6563							02/01/1998 (1)	12/31/2004	Common Stock	2,500		2,500	D	
Options on Common Stock	\$18.7188							02/01/1999 (1)	12/31/2005	Common Stock	2,500		2,500	D	
Options on Common Stock	\$21.875							02/01/2000 (1)	12/31/2006	Common Stock	3,000		3,000	D	
Options on Common Stock	\$32.90							02/01/2003 (1)	12/31/2009	Common Stock	5,000		5,000	D	

Explanation of Responses:

- (1) - This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.
(2) - This date represents the date of the first annual vesting period. This option vests equally over 4 years beginning with the date of grant.

By:/s/ Stephen P. Eberhard
**Signature of Reporting Person

3/22/2004
Date