

FORM 5

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

OMB APPROVAL

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ANNUAL 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).

☐ Form 3 Holdings Reported

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

☐ Form 4 Transactions Reported

Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Barclay Simpson 5956 W. Las Positas Blvd. Pleasanton CA 94588	2. Issuer Name and Ticker or Trading Symbol Simpson Manufacturing Co., Inc. [SSD]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) _X_ Director _X_ 10% Owner _X_ Officer (give title below) ___ Other (specify below) Chairman of the Board
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010	
		4. If amendment, Date Original Filed (Month/Day/Year)

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

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/19/2010		G	2,400,000 (1)	D	\$0	7,029,288	D	
Common Stock	10/19/2010		G	2,400,000 (1)	A	\$0	2,400,000	I	Shares are owned by Sharon H. Simpson, wife of Barclay Simpson, as sole and seperate property
Common Stock	12/01/2010		G	1,400,000 (1)	D	\$0	1,000,000	I	Shares are owned by Sharon H. Simpson, wife of Barclay Simpson, as sole and seperate property
Common Stock							275,000 (2)	I	By nonprofit public benefit corporation
Common Stock							6,449 (3)	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).

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Form 5 (cont.)
Name and Address of Reporting Person
Barclay Simpson
5956 W. Las Positas Blvd.
Pleasanton CA 94588

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

Period Of Report
12/31/2010

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. Con- version or Exercise Price of Derivative Security	3. Trans- action Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Trans- action 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 at End of Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares				
Options on Common Stock	\$44.79						01/27/2007 (4)	01/26/2011	Common Stock	1,000		1,000	D	

Explanation of Responses:

(1) - On October 19, 2010, Barclay Simpson transferred 2,400,000 shares to Sharon H. Simpson, his wife, as sole and separate property. On December 1, 2010, 1,400,000 of these shares were placed into The Sharon H. Simpson Irrevocable Grantor Trust Dated December 1, 2010. Barclay Simpson disclaims beneficial ownership of these shares.

(2) - The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation (the "Fund"), of which Barclay Simpson is a Director. Barclay Simpson disclaims beneficial ownership of these shares. In addition, the Fund could be deemed a 10% owner of the common stock of the issuer if it were deemed part of a group with Barclay Simpson within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Fund and Barclay Simpson disclaim the existence of any such group.

(3) - 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 is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code.

(4) - This date represents the date of the first annual vesting period. This option vested equally over four years beginning with the date of grant. This grant expired, unexercised, on January 26, 2011.

By: /s/Barclay Simpson
**Signature of Reporting Person

1/27/2011
Date

**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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