UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly period ended: **June 30, 2000**

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number: **0-23804**

Simpson Manufacturing Co., Inc.
(Exact name of registrant as specified in its charter)

Delaware	**94-3196943**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4637 Chabot Drive, Suite 200, Pleasanton, CA 94588
(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925)460-9912**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes __X__ No _____

The number of shares of the Registrant's Common Stock outstanding as of June 30, 2000: **12,057,456**

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements.

Simpson Manufacturing Co., Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	June 30, (Unaudited) 2000	June 30, (Unaudited) 1999	December 31, 1999
ASSETS			
Current assets			
Cash and cash equivalents	$ 52,719,098	$ 37,215,287	$ 54,509,610
Trade accounts receivable, net	57,796,725	52,597,778	42,420,223
Inventories	78,996,134	65,046,804	72,751,245
Deferred income taxes	5,106,942	4,119,507	4,745,534
Other current assets	2,590,724	2,635,866	1,323,215
Total current assets	197,209,623	161,615,242	175,749,827
Property, plant and equipment, net	60,525,647	58,712,214	61,143,524
Investments	376,032	503,346	374,455
Other noncurrent assets	11,614,646	3,161,456	9,986,187
Total assets	$ 269,725,948	$ 223,992,258	$ 247,253,993
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Notes payable and current portion of long-term debt	$ 479,854	$ 499,154	$ 349,541
Trade accounts payable	14,167,384	16,211,194	12,780,621
Accrued liabilities	7,790,093	6,328,264	7,819,155
Income taxes payable	2,484,249	–	3,362,254
Accrued profit sharing trust contributions	2,109,614	5,095,397	3,504,286
Accrued cash profit sharing and commissions	6,301,610	5,709,060	4,531,861
Accrued workers' compensation	1,395,764	579,272	1,345,764
Total current liabilities	34,728,568	34,422,341	33,693,482
Long-term debt, net of current portion	2,238,300	2,429,526	2,414,562
Deferred income taxes and long-term liabilities	388,465	367,194	556,783
Total liabilities	37,355,333	37,219,061	36,664,827
Minority interest in consolidated subsidiaries	1,309,163	–	–
Commitments and contingencies (Notes 5 and 6)			
Stockholders' equity			
Common stock	45,801,157	41,885,081	44,716,488
Retained earnings	187,057,546	145,711,367	166,457,600
Accumulated other comprehensive income	(1,797,251)	(823,251)	(584,922)
Total stockholders' equity	231,061,452	186,773,197	210,589,166
Total liabilities and stockholders' equity	$ 269,725,948	$ 223,992,258	$ 247,253,993

The accompanying notes are an integral part of these condensed consolidated financial statements.

Simpson Manufacturing Co., Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	**1999**	**2000**	**1999**
Net sales	$ 97,825,539	$ 83,752,743	$ 182,441,078	$ 158,414,333
Cost of sales	58,657,998	49,088,742	109,458,160	95,301,719
Gross profit	39,167,541	34,664,001	72,982,918	63,112,614
Operating expenses:				
Selling	9,728,488	8,041,724	18,281,610	15,939,530
General and administrative	11,647,056	9,999,710	22,295,382	18,121,471
	21,375,544	18,041,434	40,576,992	34,061,001
Income from operations	17,791,997	16,622,567	32,405,926	29,051,613
Interest income, net	623,308	255,190	1,267,183	603,546
Income before income taxes	18,415,305	16,877,757	33,673,109	29,655,159
Provision for income taxes	7,586,000	6,805,000	13,764,000	11,934,000
Minority interest	(494,877)	–	(690,837)	–
Net income	$ 11,324,182	$ 10,072,757	$ 20,599,946	$ 17,721,159
Net income per common share				
Basic	$ 0.94	$ 0.86	$ 1.71	$ 1.52
Diluted	$ 0.92	$ 0.82	$ 1.67	$ 1.46
Number of shares outstanding				
Basic	12,042,289	11,779,256	12,031,367	11,680,581
Diluted	12,318,850	12,225,229	12,300,179	12,165,456

Simpson Manufacturing Co., Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	**1999**	**2000**	**1999**
Net income	$ 11,324,182	$ 10,072,757	$ 20,599,946	$ 17,721,159
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	(911,676)	(111,940)	(1,212,329)	(391,561)
Comprehensive income	$ 10,412,506	$ 9,960,817	$ 19,387,617	$ 17,329,598

The accompanying notes are an integral part of these condensed consolidated financial statements.

Simpson Manufacturing Co., Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2000	**1999**
Cash flows from operating activities		
Net income	$ 20,599,946	$ 17,721,159
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sale of capital equipment	(23,305)	(53,246)
Depreciation and amortization	6,540,727	5,163,600
Minority interest	(690,837)	–
Deferred income taxes and long-term liabilities	(519,752)	(533,863)
Equity in income of affiliates	(23,195)	–
Noncash compensation related to stock plans	196,875	119,800
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade accounts receivable	(15,666,996)	(18,779,983)
Inventories	(6,574,584)	(8,834,387)
Trade accounts payable	1,545,104	4,449,957
Income taxes payable	(459,313)	3,119,596
Accrued profit sharing trust contributions	(1,390,046)	1,922,035
Accrued cash profit sharing and commissions	1,769,901	1,689,254
Other current assets	(1,405,366)	(1,353,052)
Accrued liabilities	2,938	736,973
Accrued workers' compensation	50,000	(300,000)
Other noncurrent assets	(703,981)	(137,421)
Total adjustments	(17,351,830)	(12,790,737)
Net cash provided by operating activities	3,248,116	4,930,422
Cash flows from investing activities		
Capital expenditures	(5,470,975)	(8,857,824)
Asset acquisitions, net of cash acquired	(74,186)	–
Proceeds from sale of equipment	66,081	250,989
Net cash used in investing activities	(5,479,080)	(8,606,835)
Cash flows from financing activities		
Issuance of debt	149,054	204,624
Repayment of debt	(180,558)	(171,830)
Issuance of common stock	471,956	3,456,456
Net cash provided by financing activities	440,452	3,489,250
Net decrease in cash and cash equivalents	(1,790,512)	(187,163)
Cash and cash equivalents at beginning of period	54,509,610	37,402,450
Cash and cash equivalents at end of period	$ 52,719,098	$ 37,215,287

The accompanying notes are an integral part of these condensed consolidated financial statements.

Simpson Manufacturing Co., Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements

1. Basis of Presentation

Interim Period Reporting

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and footnotes required by generally accepted accounting principles have been condensed or omitted. These interim statements should be read in conjunction with the consolidated financial statements and the notes thereto included in Simpson Manufacturing Co., Inc.'s (the "Company's") 1999 Annual Report on Form 10-K (the "1999 Annual Report").

The unaudited quarterly condensed consolidated financial statements have been prepared on the same basis as the audited annual consolidated financial statements, and in the opinion of management, contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial information set forth therein, in accordance with generally accepted accounting principles. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles. The Company's quarterly results may be subject to fluctuations. As a result, the Company believes the results of operations for the interim periods are not necessarily indicative of the results to be expected for any future period.

Net Income Per Common Share

Basic net income per common share is computed based upon the weighted average number of common shares outstanding. Common equivalent shares, using the treasury stock method, are included in the diluted per-share calculations for all periods when the effect of their inclusion is dilutive.

The following is a reconciliation of basic earnings per share ("EPS") to diluted EPS:

	Three Months Ended June 30, 2000			Three Months Ended June 30, 1999		
	Income	**Shares**	**Per Share**	**Income**	**Shares**	**Per Share**
Basic EPS						
Income available to common stockholders	$ 11,324,182	12,042,289	$ 0.94	$ 10,072,757	11,779,256	$ 0.86
Effect of Dilutive Securities						
Stock options	–	276,561	(0.02)	–	445,973	(0.04)
Diluted EPS						
Income available to common stockholders	$ 11,324,182	12,318,850	$ 0.92	$ 10,072,757	12,225,229	$ 0.82

	Six Months Ended June 30, 2000			Six Months Ended June 30, 1999		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic EPS						
Income available to common stockholders	$ 20,599,946	12,031,367	$ 1.71	$ 17,721,159	11,680,581	$ 1.52
Effect of Dilutive Securities						
Stock options	–	268,812	(0.04)	–	484,875	(0.06)
Diluted EPS						
Income available to common stockholders	$ 20,599,946	12,300,179	$ 1.67	$ 17,721,159	12,165,456	$ 1.46

2. Trade Accounts Receivable

Trade accounts receivable consist of the following:

	At June 30, 2000	At June 30, 1999	At December 31, 1999
Trade accounts receivable	$ 59,580,474	$ 54,677,589	$ 43,952,137
Allowance for doubtful accounts	(1,054,367)	(1,341,765)	(1,203,147)
Allowance for sales discounts	(729,382)	(738,046)	(328,767)
	$ 57,796,725	$ 52,597,778	$ 42,420,223

3. Inventories

The components of inventories consist of the following:

	At June 30, 2000	At June 30, 1999	At December 31, 1999
Raw materials	$ 23,715,241	$ 19,632,599	$ 22,816,584
In-process products	8,487,815	6,646,652	7,593,038
Finished products	46,793,078	38,767,553	42,341,623
	$ 78,996,134	$ 65,046,804	$ 72,751,245

Approximately 88% of the Company's inventories are valued using the LIFO (last-in, first-out) method. Because inventory determination under the LIFO method is only made at the end of each year based on the inventory levels and costs at that time, interim LIFO determinations must necessarily be based on management's estimates of expected year-end inventory levels and costs. Since future estimates of inventory levels and costs are subject to change, interim financial results reflect the Company's most recent estimate of the effect of LIFO and are subject to adjustment based upon final year-end inventory amounts. At June 30, 2000, and December 31, 1999, LIFO cost exceeded the replacement value of LIFO inventories by approximately $1,308,000 and $1,503,000, respectively. At June 30, 1999, the replacement value of LIFO inventories exceeded LIFO cost by approximately $79,000.

4. Net Property, Plant and Equipment

Net property, plant and equipment consists of the following:

	At June 30, 2000	At June 30, 1999	At December 31, 1999
Land	$ 4,455,289	$ 4,216,519	$ 4,316,015
Buildings and site improvements	27,617,579	26,721,362	26,724,935
Leasehold improvements	3,928,022	3,666,600	3,942,613
Machinery and equipment	83,207,212	68,494,297	81,147,265
	119,208,102	103,098,778	116,130,828
Less accumulated depreciation and amortization	(64,364,589)	(53,788,748)	(58,949,908)
	54,843,513	49,310,030	57,180,920
Capital projects in progress	5,682,134	9,402,184	3,962,604
	$ 60,525,647	$ 58,712,214	$ 61,143,524

5. Debt

Outstanding debt at June 30, 2000 and 1999, and December 31, 1999, and the available credit at June 30, 2000, consisted of the following:

	Available Credit at June 30, 2000	Debt Outstanding at June 30, 2000	Debt Outstanding at June 30, 1999	Debt Outstanding at December 31, 1999
Revolving line of credit, interest at bank's reference rate (at June 30, 2000, the bank's reference rate was 9.50%), expires November 2000	$ 12,231,203	$ –	$ –	$ –
Revolving term commitment, interest at bank's prime rate (at June 30, 2000, the bank's prime rate less 0.50% was 9.00%), expires June 2002	8,344,838	–	–	–
Revolving line of credit, interest rate at the bank's base rate of interest plus 2%, expires July 2001	379,593	–	–	–
Term loan, fixed interest rate of 5.3%, expires September 2006	–	143,766	157,403	164,562
Standby letter of credit facilities	2,423,959	–	–	–
Term loan, interest at LIBOR plus 1.375% (at June 30, 2000, LIBOR plus 1.375% was 8.0200%), expires May 2008	–	2,400,000	2,700,000	2,550,000
Other notes payable and long-term debt	–	174,388	71,277	49,541
	23,379,593	2,718,154	2,928,680	2,764,103
Less current portion	–	(479,854)	(499,154)	(349,541)
	23,379,593	$ 2,238,300	$ 2,429,526	$ 2,414,562
Standby letters of credit issued and outstanding	(2,423,959)			
	$ 20,955,634			

As of June 30, 2000, the Company had three outstanding standby letters of credit. Two of these letters of credit, in the aggregate amount of $1,710,324, are used to support the Company's self-insured workers' compensation insurance requirements. The third, in the amount of $713,635, is used to guarantee performance on the Company's leased facility in the United Kingdom. Other notes payable represent debt associated with foreign businesses.

6. Commitments and Contingencies

Note 9 to the consolidated financial statements in the Company's 1999 Annual Report provides information concerning commitments and contingencies. From time to time, the Company is involved in various legal proceedings and other matters arising in the normal course of business.

7. Segment Information

The Company is organized into two primary segments. The segments are defined by types of products manufactured, marketed and distributed to the Company's customers. The two product segments are connector products and venting products. These segments are differentiated in several ways, including the types of materials used, the production process, the distribution channels used and the applications in which the products are used. Transactions between the two segments were immaterial for each of the periods presented.

The following table illustrates certain measurements used by management to assess the performance of the segments described above as of or for the three and six months ended:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2000	**1999**	**2000**	**1999**
Net Sales				
Connector products	$ 83,285,000	$ 68,544,000	$152,798,000	$128,382,000
Venting products	14,541,000	15,209,000	29,643,000	30,032,000
Total	$ 97,826,000	$ 83,753,000	$182,441,000	$158,414,000
Income from Operations				
Connector products	$ 16,034,000	$ 14,465,000	$ 28,635,000	$ 24,741,000
Venting products	1,656,000	2,302,000	3,737,000	4,434,000
All other	102,000	(144,000)	34,000	(123,000)
Total	$ 17,792,000	$ 16,623,000	$ 32,406,000	$ 29,052,000

	At June 30,		**At December 31,**
	2000	**1999**	**1999**
Total Assets			
Connector products	$161,310,000	$134,806,000	$148,328,000
Venting products	51,750,000	46,479,000	38,828,000
All other	56,666,000	42,707,000	60,098,000
Total	$269,726,000	$223,992,000	$247,254,000

Cash collected by the Company's subsidiaries is routinely transferred into the Company's cash management accounts and, therefore, has been included in the total assets of the segment entitled "All other." Cash and cash equivalent balances in this segment were approximately $49,147,000, $36,387,000 and $53,682,000 as of June 30, 2000 and 1999, and December 31, 1999, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Certain matters discussed below are forward-looking statements that involve risks and uncertainties, certain of which are discussed in this report and in other reports filed by the Company with the Securities and Exchange Commission. Actual results might differ materially from results suggested by any forward-looking statements in this report.

The following is a discussion and analysis of the consolidated financial condition and results of operations for the Company for the three and six months ended June 30, 2000 and 1999. The following should be read in conjunction with the interim Condensed Consolidated Financial Statements and related Notes appearing elsewhere herein.

<u>Results of Operations for the Three Months Ended June 30, 2000, Compared with the Three Months Ended June 30, 1999</u>

Net sales increased 16.8% in the second quarter of 2000 as compared to the second quarter of 1999. Most of the sales growth occurred domestically, particularly in California. International sales also contributed to the increase, due in large part to the acquisition of Furfix Products Limited ("Furfix") in the third quarter of 1999. Simpson Strong-Tie's second quarter sales increased 21.5% over the same quarter last year, while Simpson Dura-Vent's sales decreased 4.4%. Contractor distributors and homecenters were the fastest growing connector sales channel. The sales increase was broad based across most of Simpson Strong-Tie's major product lines. Strong-Wall and Anchor Systems product lines had the highest growth rates in sales. Sales of Simpson Dura-Vent's Direct-Vent product line increased compared to the second quarter of 1999, while sales of its other product lines declined. Part of this decline can be attributed to high demand for wood burning appliances in 1999 resulting in a spike in sales of chimney products last year.

Income from operations increased 7.0% from $16,622,567 in the second quarter of 1999 to $17,791,997 in the second quarter of 2000 primarily as a result of higher sales. However, the increase related to sales was partially offset by lower gross margins. Gross margins decreased from 41.4% in the second quarter of 1999 to 40.0% in the second quarter of 2000 primarily due to higher product costs. These costs were offset somewhat by better absorption of fixed overhead costs resulting from the increased production. Selling expenses increased 21.0% from $8,041,724 in the second quarter of 1999 to $9,728,488 in the second quarter of 2000. The increase was primarily due to higher promotional expenses as well as higher personnel costs, particularly those associated with the increase in the number of sales and merchandising personnel. General and administrative expenses increased 16.5% from $9,999,710 in the second quarter of 1999 to $11,647,056 in the second quarter of 2000 primarily due to increased cash profit sharing expenses resulting from higher operating income, and higher personnel and other administrative overhead costs, including costs associated with the operation of Keybuilder.com LLC ("Keybuilder.com"), the Company's joint venture with Keymark Enterprises, Inc., ("Keymark") and those associated with Furfix. The effective tax rate was 41.2% in the second quarter of 2000, an increase from 40.3% in the second quarter of 1999.

<u>Results of Operations for the Six Months Ended June 30, 2000, Compared with the Six Months Ended June 30, 1999</u>

Net sales increased 15.2% in the first half of 2000 as compared to the first half of 1999. Most of the sales growth occurred domestically, particularly in California. International sales also contributed to the increase, due in large part to the acquisition of Furfix in the third quarter of 1999. Simpson Strong-Tie's first half sales increased 19.0% over the same period last year, while Simpson Dura-Vent's sales decreased 1.3%. Contractor distributors were the fastest growing connector sales channel. The sales increase was broad based across most of Simpson Strong-Tie's major product lines. Strong-Wall and Anchor Systems product lines had the highest growth rates in sales. Sales of Simpson Dura-Vent's Direct-Vent product line increased compared to the first half of 1999, while sales of its other product lines declined. Part of this decline can be attributed to high demand for wood burning appliances in 1999 resulting in a spike in sales of chimney products last year.

Income from operations increased 11.5% from $29,051,613 in the first half of 1999 to $32,405,926 in the first half of 2000 primarily as a result of higher sales. Gross margins increased slightly from 39.8% in the first half of 1999 to 40.0% in the first half of 2000 primarily due to better absorption of fixed overhead costs as a result of the increased production. However, this was mostly offset by the increased product costs that occurred in the second quarter. Selling expenses increased 14.7% from $15,939,530 in the first half of 1999 to $18,281,610 in the first half of 2000. The increase was primarily due to higher promotional expenses as well as higher personnel costs, particularly those associated with the increase in the number of sales and merchandising personnel. General and administrative expenses increased 23.0% from $18,121,471 in the first half of 1999 to $22,295,382 in the first half of 2000 primarily due to increased cash profit sharing expenses resulting from higher operating income, and higher personnel and other administrative overhead costs, including costs associated with the operation of Keybuilder.com and with Furfix. The effective tax rate was 40.9% in the first half of 2000, an increase from 40.2% in the first half of 1999.

In November 1999, the Board of Directors authorized the Company, for a period of one year, to purchase up to $10 million of the Company’s common stock. To date, no such purchases have been made.

In August 2000, Simpson Strong-Tie acquired the assets of Anchor Tiedown Systems, Inc (“ATS”) for approximately $4.5 million in cash. ATS manufactures and distributes the MBR product line to anchor multi-story buildings using a threaded rod hold down system. The MBR system is complementary and additive to Simpson Strong-Tie’s line of seismic hold down products.

Liquidity and Sources of Capital

As of June 30, 2000, working capital was $162.5 million as compared to $127.2 million at June 30, 1999, and $142.1 million at December 31, 1999. The principal components of the increase in working capital from December 31, 1999, were increases in the Company’s trade accounts receivable and inventories totaling approximately $21.6 million, primarily due to higher sales levels. In addition, accrued profit sharing trust contributions decreased by approximately $1.4 million, primarily due to the timing of the payment of the Company’s 1999 trust obligation. Offsetting these increases were increases, aggregating approximately $3.2 million, in accrued cash profit sharing and trade accounts payable. The balance of the change in working capital was due to the fluctuation of various other asset and liability accounts. The working capital change and changes in noncurrent assets and liabilities combined with net income and noncash expenses, primarily depreciation and amortization, totaling approximately $27.1 million, resulted in net cash provided by operating activities of approximately $3.2 million. As of June 30, 2000, the Company had unused credit facilities available of approximately $21.0 million.

The Company used approximately $5.5 million in its investing activities, primarily to purchase the capital equipment and property needed to expand its capacity. The Company plans to continue this expansion throughout the remainder of the year and into 2001.

The Company believes that cash generated by operations and borrowings available under its existing credit agreements, will be sufficient for the Company’s working capital needs and planned capital expenditures through the remainder of 2000 and into 2001. Depending on the Company’s future growth, it may become necessary to secure additional sources of financing.

The Company believes that the effect of inflation on the Company has not been material in recent years, as inflation rates have remained relatively low.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company is involved in various legal proceedings and other matters arising in the normal course of business.

Item 2. Changes in Securities.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders ("Annual Meeting") was held on May 16, 2000. The following two nominees were elected as directors by the votes indicated:

Name	Total Votes for Each Director	Total Votes Withheld from Each Director	Term Expires*
Sunne Wright McPeak	10,093,053	195,730	2003
Barclay Simpson	9,304,676	984,107	2003

* The term expires on the date of the Annual Meeting in the year indicated.

The following proposals were also adopted at the Annual Meeting by the vote indicated:

Proposal	For	Against	Abstain	Broker Non-Vote
To increase by 500,000 shares (from 1,500,000 to 2,000,000) the number of shares of Common Stock reserved for issuance under the Simpson Manufacturing Co., Inc. 1994 Stock Option Plan	9,343,806	939,131	5,846	–
To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for 2000	10,281,048	1,251	6,884	400

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K.

a. Exhibits.

10. Material contracts
    - 10.1 Asset Purchase Agreement, dated July 28, 2000, between Anchor Tiedown Systems, Inc. and James E. Claus, Arthur B. Richardson, Kenneth T. Boilen and Robert T. Claus and Janet M. Claus and Simpson Strong-Tie Company Inc.
    - 10.2 First Amendment to Credit Agreement, dated June 1, 2000, between Simpson Manufacturing Co., Inc. and Wells Fargo Bank, N.A.
    - 10.3 Second Amendment of the Loan Agreement dated June 1, 1998, dated August 3, 2000, between Union Bank of California, N.A. and Simpson Manufacturing Co., Inc.
    - 10.4 Second Modification to the Commercial Promissory Note dated June 1, 1998, dated August 3, 2000, between Union Bank of California, N.A. and Simpson Manufacturing Co., Inc.

11. Statements re computation of earnings per share

b. Reports on Form 8-K

No reports on Form 8-K were filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Simpson Manufacturing Co., Inc.
(Registrant)

DATE: August 11, 2000

By /s/Michael J. Herbert
Michael J. Herbert
Chief Financial Officer

Simpson Manufacturing Co., Inc. and Subsidiaries
Computation of Earnings Per Common Share
(Unaudited)

Exhibit 11

Basic Earnings per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	**1999**	**2000**	**1999**
Weighted average number of common shares outstanding	12,042,289	11,779,256	12,031,367	11,680,581
Net income	$ 11,324,182	$ 10,072,757	$ 20,599,946	$ 17,721,159
Basic net income per share	$ 0.94	$ 0.86	$ 1.71	$ 1.52

Simpson Manufacturing Co., Inc. and Subsidiaries
Computation of Earnings Per Common Share
(Unaudited)

Exhibit 11 (continued)

Diluted Earnings per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	**1999**	**2000**	**1999**
Weighted average number of common shares outstanding	12,042,289	11,779,256	12,031,367	11,680,581
Shares issuable pursuant to employee stock option plans, less shares assumed repurchased at the average fair value during the period	272,265	441,999	264,807	481,144
Shares issuable pursuant to the independent director stock option plan, less shares assumed repurchased at the average fair value during the period	4,296	3,974	4,005	3,731
Number of shares for computation of diluted net income per share	12,318,850	12,225,229	12,300,179	12,165,456
Net income	$ 11,324,182	$ 10,072,757	$ 20,599,946	$ 17,721,159
Diluted net income per share	$ 0.92	$ 0.82	$ 1.67	$ 1.46