

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 15, 2005**

Simpson Manufacturing Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23804
(Commission
file number)

94-3196943
(I.R.S. Employer
Identification No.)

4120 Dublin Boulevard, Suite 400, Dublin, CA 94568

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-2)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On December 15, 2005, the Compensation Committee of the Board of Directors of Simpson Manufacturing Co., Inc. approved the matters set forth on Exhibit 99 attached hereto and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99 | Compensation of Named Executive Officers |

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 hereunto duly authorized.

Simpson Manufacturing Co., Inc.

(Registrant)

DATE: December 20, 2005

By /s/Michael J. Herbert

Michael J. Herbert
Chief Financial Officer

EXHIBIT 99

Compensation of Named Executive Officers

The Named Executive Officers (“NEOs”) of Simpson Manufacturing Co., Inc. (the “Company”) are at-will employees. The Company does not have written employment contracts with any of its NEOs. Either the Company or the NEO can terminate the employment relationship at any time, for any reason, with or without cause. The NEOs’ salaries and the expected contributions to their accounts in the Company’s Profit Sharing Trust (the “Trust”) for Salaried Employees for 2006 are as follows:

| | <u>2006 Salary</u> | <u>Estimated Trust Con- tribution{1}</u> |
|---|------------------------|--|
| Thomas J Fitzmyers, President and Chief Executive Officer | \$ 316,747 | \$ 33,000 |
| Barclay Simpson, Chairman of the Board | 150,000 | 22,500 |
| Stephen B. Lamson, President and Chief Operating Officer of Simpson Strong-Tie Company Inc. (“SST”) and Vice President of the Company | 208,670 | 31,301 |
| Michael J. Herbert, Chief Financial Officer and Secretary | 185,079 | 27,762 |
| Stephen P. Eberhard, President and Chief Executive Officer of Simpson Dura-Vent Company, Inc. (“SDV”) | 185,658 | 27,849 |

{1} If he is employed by the Company on December 31, 2006, the contribution to an NEO’s Trust account will be 15% of his annual salary, with a contribution limit of \$33,000 for 2006, plus a pro rata share of forfeitures by other participants.

Each NEO also participates in the Company's Executive Officer Cash Profit Sharing Plan and the Company's 1994 Stock Option Plan. The NEOs' participation in these plans is contingent on the Company, or its subsidiaries, meeting return on asset and operating profit goals that were approved by the Compensation Committee of the Board of Directors. The Executive Officer Cash Profit Sharing Plan has a maximum limit of \$2.5 million per person in a calendar year.

The numbers of shares of the Company's common stock subject to stock options granted to the NEOs, if the Company meets the relevant operating goals for 2006, will be as follows:

| | Options on Common Stock |
|---------------------|--|
| Thomas J Fitzmyers | 9,000 shares |
| Barclay Simpson | 1,000 shares |
| Stephen B. Lamson | 6,000 shares |
| Michael J. Herbert | 4,000 shares |
| Stephen P. Eberhard | 16,000 shares |

Additionally, the Company pays certain of the NEOs allowances for travel costs. Mr. Fitzmyers receives compensation for the cost to hire an airplane for travel between his home and the Company's offices or for travel on Company business. The Company computes the cost of the use of airplanes using the Standard Industrial Fair Level ("SIFL") tables prescribed under applicable Internal Revenue Service Regulations.

The Company affords Mr. Eberhard an allowance for an automobile for use on Company business and for his personal use. The amount of this allowance for 2006 is \$14,657.

Compensation of Directors

The Company pays each of its directors who do not receive compensation as officers or employees of the Company an annual retainer of \$32,000 and a fee of \$2,000 for attending in person each meeting of the Board of Directors (including participation in scheduled telephonic meetings) and for attending in person each meeting of any committee held on a day when the Board of Directors does not meet. The Company also pays each such independent director \$1,000 for each committee meeting that he or she attends in person on the same day as a Board of Directors or other committee meeting and for each Board of Directors meeting that he or she attends by telephone conference. The Company pays the Chair of the Audit Committee an additional annual fee of \$8,000 and the Chair of each of the Board's Compensation and Governance and Nominating Committees an additional annual fee of \$4,000. The Company reimburses directors for expenses that they incur in attending Board of Directors and committee meetings and pays each independent director \$3,000 per day plus expenses when he or she visits Company facilities to observe operations.

Each independent director is eligible to receive a grant of stock options under the 1995 Independent Director Stock Option Plan for each year that the Company meets its annual operating goals. On meeting those goals, the Company grants to each independent director an option to purchase 4,000 shares of the Company's common stock for his or her first grant and 1,000 shares of the Company's common stock for each subsequent grant.