

# 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*<br>Brian J. Magstadt<br>5956 W. Las Positas Blvd.<br>Pleasanton CA 94588 | 2. Issuer Name and Ticker or Trading Symbol<br>Simpson Manufacturing Co., Inc. [NYSE:SSD] | 5. Relationship of Reporting Person(s) to Issuer (check all applicable)<br>___ Director ___ 10% Owner<br>_X_ Officer (give title below) ___ Other (specify below)<br><br>Chief Financial Officer |
|   | 3. Date of Earliest Transaction Required to be Reported<br>(Month/Day/Year)<br>02/06/2013 |  |
|   | 4. If amendment, Date Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More Than One Reporting Person  |

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

| 1. Title of Security<br>(Instr. 3)              | 2. Transaction<br>Date<br>(mm/dd/yy) | 2A. Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, & 5) |                  |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3, & 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---|--------------------------------------|---|--------------------------------------|---|---|------------------|---------|--|--|---|
|   |                                      |   | Code                                 | V | Amount  | (A)<br>or<br>(D) | Price   |  |  |   |
| Common Stock (RSUs awarded<br>February 6, 2013) | 02/06/2013                           |   | A                                    |   | 3,281 (1)   | A                | \$31.96 | 3,281 (1)  | D  |   |
| Common Stock (RSUs awarded<br>January 30, 2012) |                                      |   |                                      |   |   |                  |         | 1,449 (2)  | D  |   |
| Common Stock                                    |                                      |   |                                      |   |   |                  |         | 1,008  | D  |   |
| Common Stock                                    |                                      |   |                                      |   |   |                  |         | 379 (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).

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  
Brian J. Magstadt  
5956 W. Las Positas Blvd.  
Pleasanton CA 94588

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

Period Of Report  
02/06/2013

**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                    | \$29.66  |                                |  |                                |   |  |     | 03/03/2011<br>(4)                                  | 02/03/2018      | Options on Common Stock                                     | 12,000                     |  | 12,000   | D  |  |

Explanation of Responses:

- (1) - Amount includes 3,281 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 3,281 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (2) - Amount includes 1,449 shares of restricted stock units (RSUs) awarded on January 30, 2012. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 1,449 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (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 monthly vesting period. This option vests equally over 48 months beginning with the date of grant.

By: BRIAN J. MAGSTADT  
\*\*Signature of Reporting Person

2/7/2013  
Date