

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* Barclay Simpson 5956 W. Las Positas Blvd. Pleasanton CA 94588	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) _X_ Director _X_ 10% Owner ___ Officer (give title below) ___ Other (specify below) Chairman Emeritus
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 11/13/2012	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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								6,703,728	D	
Common Stock								1,000,000	I	Shares are owned by Sharon H. Simpson, wife of Barclay Simpson, as sole and separate property
Common Stock								6,197 (1)	I	By Trust
Common Stock	11/13/2012		G		230,000	D	\$30.50	153,000	I	By nonprofit public benefit corporation (2)

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 4 (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. [NYSE:SSD]

Period Of Report
 11/13/2012

**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	\$32.626							02/03/2012 (3)	02/03/2016	Common Stock	2,000		2,000	D	

Explanation of Responses:

- (1) - The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which Barclay Simpson is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code.
- (2) - The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation, of which Barclay Simpson is a member of the Board of Directors. Barclay Simpson disclaims beneficial ownership of these shares.
- (3) - This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant.

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

11/15/2012
 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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