

Colonias Karen Winifred
 Form 4
 February 20, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Colonias Karen Winifred

2. Issuer Name and Ticker or Trading Symbol
 SIMPSON MANUFACTURING CO
 INC /CA/ [SSD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5956 W. LAS POSITAS BLVD.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

PLEASANTON, CA 94588

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Performance stock units	02/15/2018		A	13,956	A \$ 0 13,956 ⁽¹⁾	D	
Common Stock (RSUs awarded February 4, 2017)					15,467 ⁽²⁾	D	
Common Stock (PRSUs awarded February 4, 2017)					22,284 ⁽³⁾	D	

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Common Stock (RSUs awarded February 1, 2016)	17,010 ⁽⁴⁾	D	
Common Stock (PRSUs awarded February 1, 2016)	20,944 ⁽⁵⁾	D	
Common Stock (RSUs awarded February 2, 2015)	12,851 ⁽⁶⁾	D	
Common Stock (RSUs awarded February 3, 2014)	13,708 ⁽⁷⁾	D	
Common Stock (RSUs awarded February 6, 2013)	14,577 ⁽⁸⁾	D	
Common Stock (RSUs awarded January 30, 2012)	3,765	D	
Common Stock	3,372	I ⁽⁹⁾	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
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(D)
(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units <u>(10)</u>							Common Stock	5,320
\$ 0					02/15/2018			
	A		5,320		<u>(10)</u>	<u>(10)</u>		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colonias Karen Winifred 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588	X		President & CEO	

Signatures

/s/KAREN W.
COLONIAS

02/20/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Amount of performance stock units (PSUs) awarded on February 15, 2018. PSUs vest fully on February 15, 2021, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%). The number of PSU's presented assumes the number of shares vested based on meeting targeted performance goals and net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
 - (2) Amount includes 15,467 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, February 15, 2018, February 15, 2019, and February 15, 2020. The 15,467 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
 - (3) Amount includes 22,284 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest fully on February 15, 2020, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%). The 22,284 shares assume that the number of shares that vest are based on targeted performance and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
 - (4) Amount includes 17,010 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 17,010 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
 - (5) Amount includes 20,944 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest fully on the third anniversary of the award date subject to the Company's relative performance versus the S&P Smallcap 600 Index. The 20,944 shares assume that the maximum number of shares will vest, based on performance at the highest level, and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
 - (6) Amount includes 12,851 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 12,851 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

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- (7) Amount includes 13,708 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 13,708 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (8) Amount includes 14,577 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 14,577 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (9) 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.
- (10) Amount includes 5,320 shares of restricted stock units (RSUs) awarded on February 15, 2018. Twenty percent of RSUs vest on February 15, 2019, forty percent on February 17, 2020 and February 15, 2021. Granted RSUs do not have exercise dates or an expiration date.

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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