

SIMPSON MANUFACTURING CO INC /CA/
 Form 4
 September 05, 2008

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 *
EBERHARD STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
SIMPSON MANUFACTURING CO INC /CA/ [NYSE: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)
09/02/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
President, Simpson Dura-Vent

PLEASANTON, CA 94588

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

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/02/2008		G ⁽¹⁾	2,000 D \$ 0	83,192	D	
Common Stock	09/03/2008		G ⁽²⁾	2,000 D \$ 0	81,192	D	
Common Stock	09/02/2008		G ⁽¹⁾	2,000 A \$ 0	2,000	I	These shares are owned by Stephen P. Eberhard's son, Sean Eberhard

Common Stock	09/04/2008	S	2,000 <u>(3)</u>	D	\$ 26.5301	0	I	These shares are owned by Stephen P. Eberhard's son, Sean Eberhard
Common Stock						12,956	I <u>(4)</u>	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 (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options on Common Stock	\$ 16.45					02/01/2003 ⁽⁵⁾ 12/31/2009	Common Stock	10,000
Options on Common Stock	\$ 25.43					01/01/2005 ⁽⁶⁾ 12/31/2010	Common Stock	10,000
Options on Common Stock	\$ 34.9					01/01/2006 ⁽⁶⁾ 12/31/2011	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERHARD STEPHEN P 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588			President, Simpson Dura-Vent	

Signatures

Stephen P.
Eberhard

09/04/2008

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) Stephen P. Eberhard gave these shares without receiving consideration to his son, Sean Eberhard, who has used the same address as Stephen P. Eberhard.
- (2) Stephen P. Eberhard gave these shares without receiving consideration to his daughter and son-in-law, Kate and JP McCaffrey.
- (3) These shares were sold by Stephen P. Eberhard's son, Sean Eberhard.

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. The number of shares owned was reported as of August 22, 2008.

- (5) This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.
- (6) This date represents the date of the first annual vesting period. This option vests equally over 4 years beginning with the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.