

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**FITZMYERS THOMAS J**

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)  
**11/04/2008**

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

**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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/04/2008		S	150,000 D \$ 26.4844	150,004	D	
Common Stock					20,955 (2)	I	By Trust

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

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**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					01/01/2004 <sup>(1)</sup> 12/31/2009	Common Stock	18,000
Options on Common Stock	\$ 25.43					01/01/2005 <sup>(1)</sup> 12/31/2010	Common Stock	18,000
Options on Common Stock	\$ 34.9					01/01/2006 <sup>(1)</sup> 12/31/2011	Common Stock	9,000
Options on Common Stock	\$ 40.72					01/27/2007 <sup>(1)</sup> 01/26/2013	Common Stock	9,000

## Reporting Owners

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

## Signatures

/s/THOMAS J  
FITZMYERS 11/05/2008

\*\*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) This date represents the first annual vesting period. This option vests equally over four years beginning with the grant date.

The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which the

(2) 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 November 3, 2008.

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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