

SIMPSON MANUFACTURING CO INC /CA/
 Form 5
 January 27, 2011

FORM 5

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

OMB APPROVAL
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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SIMPSON BARCLAY

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

5956 W. LAS POSITAS BLVD.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PLEASANTON, CA 94588

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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) Price			
Common Stock	10/19/2010	Â	G	2,400,000 (1) D \$ 0	7,029,288	D	Â
Common Stock	10/19/2010	Â	G	2,400,000 (1) A \$ 0	2,400,000	I	Shares are owned by Sharon H. Simpson, wife of Barclay

Common Stock	12/01/2010	Â	G	<u>1,400,000</u> ⁽¹⁾	D	\$ 0	1,000,000	I	Simpson, as sole and separate property Shares are owned by Sharon H. Simpson, wife of Barclay Simpson, as sole and separate property
Common Stock	Â	Â	Â	Â	Â	Â	275,000	<u>(2)</u> I	By nonprofit public benefit corporation
Common Stock	Â	Â	Â	Â	Â	Â	6,449	<u>(3)</u> 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options on Common Stock	\$ 44.79	Â	Â	Â	Â	01/27/2007 ⁽⁴⁾ 01/26/2011	Common Stock 1,000

