

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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> <sup>(1)</sup>	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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(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)
					(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 <sup>(4)</sup> 01/26/2011	Common Stock 1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON BARCLAY 5956 W. LAS POSITAS BLVD. PLEASANTON, CA 94588	X	X	Chairman of the Board	

## Signatures

/s/Barclay  
Simpson

01/27/2011

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).
- On October 19, 2010, Barclay Simpson transferred 2,400,000 shares to Sharon H. Simpson, his wife, as sole and separate property. On
- (1) December 1, 2010, 1,400,000 of these shares were placed into The Sharon H. Simpson Irrevocable Grantor Trust Dated December 1, 2010. Barclay Simpson disclaims beneficial ownership of these shares.
- The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation (the "Fund"), of which Barclay Simpson is a Director. Barclay Simpson disclaims beneficial ownership of these shares. In addition, the Fund could be deemed a 10% owner of the common stock of the issuer if it were deemed part of a group with Barclay Simpson within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Fund and Barclay Simpson disclaim the existence of any such group.
- (2)
  - (3) 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.
  - (4) This date represents the date of the first annual vesting period. This option vested equally over four years beginning with the date of grant. This grant expired, unexercised, on January 26, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.