

SIMPSON MANUFACTURING CO INC /CA/
 Form 4
 September 08, 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)
09/04/2008

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/04/2008 | | G ⁽¹⁾ | 400 D \$ 0 | 80,792 | D | |
| Common Stock | | | | | 12,956 | I ⁽²⁾ | By Trust |

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

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SEC 1474 (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 ⁽³⁾ 12/31/2009 | Common Stock | 10,000 |
| Options on Common Stock | \$ 25.43 | | | | | 01/01/2005 ⁽⁴⁾ 12/31/2010 | Common Stock | 10,000 |
| Options on Common Stock | \$ 34.9 | | | | | 01/01/2006 ⁽⁴⁾ 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 09/08/2008

**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 daughter, Sheila Eberhard.

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- 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 August 22, 2008.
 - (3) This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.
 - (4) 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.

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