

Dankel Roger
Form 4
February 20, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dankel Roger

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)

5956 W. LAS POSITAS

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

President, Simpson Strong-Tie

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PLEASANTON, CA 94588

(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)
Performance stock units ⁽¹⁾	02/15/2018		A	3,876 A \$ 0	3,876 ⁽¹⁾	D	
Common Stock					60	D	
Common Stock (RSUs awarded February 4, 2017)					4,423 ⁽²⁾	D	
Common Stock (PRSUs					8,859 ⁽³⁾	D	

awarded February 4, 2017)								
Common Stock (RSUs awarded February 1, 2016)				4,974 ⁽⁴⁾		D		
Common Stock (PRSUs awarded February 1, 2016)				6,126 ⁽⁵⁾		D		
Common Stock (RSUs awarded February 2, 2015)				2,164 ⁽⁶⁾		D		
Common Stock (RSUs awarded February 3, 2014)				582 ⁽⁷⁾		D		
Common Stock (RSUs awarded February 6, 2013)				388 ⁽⁸⁾		D		
Common Stock (RSUs awarded January 30, 2012)				64		D		
Common Stock				2,013 ⁽⁹⁾		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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr.	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units (10)	\$ 0	02/15/2018	A		1,479		<u>(10)</u>	<u>(10)</u>	Common Stock	1,479

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dankel Roger 5956 W. LAS POSITAS PLEASANTON, CA 94588	President, Simpson Strong-Tie

Signatures

/s/ROGER
DANKEL 02/20/2018

**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) Amount of performance stock units (PSUs) awarded on February 15, 2018. PSUs vest fully on February 15, 2021, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%). The number of PSU's presented assumes the number of shares vested based on meeting targeted performance goals and net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (2) Amount includes 4,423 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, February 15, 2018, February 15, 2019, and February 15, 2020. The 4,423 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (3) Amount includes 8,859 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest fully on February 15, 2020, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%). The 8,859 shares assume that the number of shares that vest are based on targeted performance and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (4) Amount includes 4,974 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 4,974 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (5) Amount includes 6,126 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest fully on the third anniversary of the award date subject to the Company's relative performance versus the S&P Smallcap 600 Index. The 6,126 shares assume that the maximum number of shares will vest, based on performance at the highest level, and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

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- (6) Amount includes 2,164 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 2,164 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (7) Amount includes 776 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (8) Amount includes 776 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (9) 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 qualifies under sections 401(a)(26) and 410 of the Internal Revenue Code.
- (10) Amount includes 1,479 shares of restricted stock units (RSUs) awarded on February 15, 2018. Twenty percent of RSUs vest on February 15, 2019, forty percent on February 17, 2020 and February 15, 2021. Granted RSUs do not have exercise dates or an expiration date.

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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