

SIMPSON MANUFACTURING CO INC /CA/
 Form 5
 January 26, 2009

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)
 12/31/2008

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

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) | (A) or (D) | Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 10,009,284 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 537,500 ⁽¹⁾ | I | By nonprofit public benefit corporation |
| Common Stock | Â | Â | Â | Â | Â | Â | 20,004 | I | By General Partnership |
| | Â | Â | Â | Â | Â | Â | 6,710 ⁽²⁾ | I | By Trust |

Common Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options on Common Stock | \$ 27.975 | 12/31/2008 | ^ | J ⁽³⁾ | ^ 2,000 | 01/01/2005 12/31/2008 | Common Stock | 2,000 |
| Options on Common Stock | \$ 38.39 | ^ | ^ | ^ | ^ ^ | 01/01/2006 ⁽⁴⁾ 12/31/2009 | Common Stock | 1,000 |
| Options on Common Stock | \$ 44.79 | ^ | ^ | ^ | ^ ^ | 01/27/2007 ⁽⁴⁾ 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 | ^ |

Signatures

/s/Barclay Simpson 01/26/2009

**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) The shares are owned by the Simpson PSB Fund, a California nonprofit public benefit corporation, of which Barclay Simpson is a member of the Board of Directors. Barclay Simpson disclaims beneficial ownership of these shares.
- (2) 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 section 401(a)(26) and 410 of the Internal Revenue Code.
- (3) Options expired out-of-the-money on December 31, 2008.
- (4) This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant.

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.