

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**  
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### ISSUER

#### **SIMPSON MANUFACTURING CO INC /CA/**

CIK: **920371** | IRS No.: **943196943** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3420** Cutlery, handtools & general hardware

Mailing Address  
5956 W LAS POSITAS BLVD  
PLEASANTON CA 94588

Business Address  
5956 W LAS POSITAS BLVD  
PLEASANTON CA 94588  
9255609000

### REPORTING OWNER

#### **SIMPSON BARCLAY**

CIK: **1025790** | State of Incorporation: **CA**  
Type: **5** | Act: **34** | File No.: **001-13429** | Film No.: **09545460**

Mailing Address  
5956 W. LAS POSITAS BLVD.  
PLEASANTON CA 94588

Business Address  
4120 DUBLIN BLVD  
SUITE 400  
DUBLIN CA 94568  
9255609000

# 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

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 <b>SIMPSON BARCLAY</b>			2. Issuer Name and Ticker or Trading Symbol <b>SIMPSON MANUFACTURING CO INC</b> <b>/CA/ [SSD]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2008</b>			
5956 W. LAS POSITAS BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <b>PLEASANTON, CA 94588</b>						
(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 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)
				Amount	(A) or (D)	Price			
Common Stock							10,009,284	D	
Common Stock							537,500 <sup>(1)</sup>	I	By nonprofit public benefit corporation
Common Stock							20,004	I	By General Partnership
Common Stock							6,710 <sup>(2)</sup>	I	By Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Options on Common Stock	\$27.975	12/31/2008		J <sup>(3)</sup>		2,000	01/01/2005	12/31/2008	Common Stock	2,000	\$27.975	0	D	

Options on Common Stock	\$38.39						01/01/2006 <sup>(4)</sup>	12/31/2009	Common Stock	1,000		1,000	D
Options on Common Stock	\$44.79						01/27/2007 <sup>(4)</sup>	01/26/2011	Common Stock	1,000		1,000	D

**Explanation of Responses:**

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.

**Signatures**

/s/Barclay Simpson

\*\* Signature of Reporting Person

01/26/2009

Date

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

\* 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).

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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