

SIMPSON MANUFACTURING CO INC /CA/

Form 8-K

April 28, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 23, 2008**

**Simpson Manufacturing Co., Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23804**  
(Commission  
file number)

**94-3196943**  
(I.R.S. Employer  
Identification No.)

**5956 W. Las Positas Boulevard, Pleasanton, CA 94588**

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-2)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Directors; Compensatory Arrangements of Certain Officers**

On April 23, 2008, the Compensation Committee of our Board of Directors approved a change to the 2008 qualifying level for both our Cash Profit Sharing Plan and our Executive Officer Cash Profit Sharing Plan. The revised qualifying level and targeted payout are set forth on Exhibit 10 attached hereto and incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

| <b>Exhibit No.</b> | <b>Description</b>                       |
|--------------------|------------------------------------------|
| Exhibit 10         | Compensation of Named Executive Officers |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Simpson Manufacturing Co., Inc.**  
(Registrant)

**DATE:** April 25, 2008

By /s/ Michael J. Herbert  
Michael J. Herbert  
Chief Financial Officer