

Magstadt Brian J  
Form 4  
February 20, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Magstadt Brian J

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 BLVD.  
  
(Street)

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

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

PLEASANTON, CA 94588

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

(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)
			Code	V	Amount	(A) or (D)	Price
Performance stock units	02/15/2018		A		5,017	A	\$ 0
Common Stock (RSUs awarded February 4, 2017)					6,372	(2)	D
Common Stock (PSUs awarded February 4, 2017)					12,763	(3)	D

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Common Stock (RSUs awarded February 1, 2016)	7,104 <sup>(4)</sup>	D	
Common Stock (PSUs awarded February 1, 2016)	8,750 <sup>(5)</sup>	D	
Common Stock (RSUs awarded February 2, 2015)	5,313 <sup>(6)</sup>	D	
Common Stock (RSUs awarded February 3, 2014)	5,681 <sup>(7)</sup>	D	
Common Stock (RSUs awarded February 6, 2013)	3,281 <sup>(8)</sup>	D	
Common Stock (RSUs awarded January 30, 2012)	1,450	D	
Common Stock	1,008	D	
Common Stock	398	I <sup>(9)</sup>	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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- (6) Amount includes 5,313 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 5,313 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (7) Amount includes 5,681 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 5,681 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (8) Amount includes 3,281 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest three fourths on the third anniversary of the award date and one fourth on the fourth anniversary of the award date. The 3,281 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 1,912 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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