

SIMPSON BARCLAY

Form 4

November 02, 2004

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 *
SIMPSON BARCLAY

2. Issuer Name **and** Ticker or Trading
Symbol
SIMPSON MANUFACTURING CO
INC /CA/ [NYSE:SSD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4120 DUBLIN BLVD., SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2004

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

DUBLIN, CA 94568

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

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)
Common Stock	10/29/2004		X	V Amount (D) Price 1,000 A \$ 24.0625	5,003,742	D	
Common Stock					322,310	I	By nonprofit public benefit corporation (1)
Common Stock					10,002	I	By General Partnership
					4,233 (3)	I	By Trust

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Common
Stock

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 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options on Common Stock	\$ 24.0625	10/29/2004		X	1,000	01/01/2001 ⁽²⁾ 12/31/2004	Common Stock 1,000
Options on Common Stock	\$ 55.95					01/01/2005 ⁽²⁾ 12/31/2008	Common Stock 1,000
Options on Common Stock	\$ 36.19					01/01/2004 ⁽²⁾ 12/31/2007	Common Stock 1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON BARCLAY 4120 DUBLIN BLVD., SUITE 400 DUBLIN, CA 94568	X	X	Chairman	

Signatures

Barclay
Simpson

11/01/2004

 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) This date represents the date of the first annual vesting period. This option vests equally over four years beginning with the date of grant.
- (3) 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 sections 401(a)(26) and 410 of the Internal Revenue Code.

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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