

SIMPSON MANUFACTURING CO INC /CA/

Form 4

February 07, 2017

**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 \*  
Dankel Roger

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, Simpson Strong-Tie

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

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

PLEASANTON, CA 94588

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock<br>(RSUs<br>awarded<br>February 4,<br>2017)  | 02/04/2017                              |                                                             | A                                       | 4,423 A                                                                 | \$<br>43.42 4,423 <sup>(1)</sup>                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock<br>(PRSUs<br>awarded<br>February 4,<br>2017) | 02/04/2017                              |                                                             | A                                       | 8,859 A                                                                 | \$<br>43.42 8,859 <sup>(2)</sup>                                                                                   | D                                                                    |                                                                   |

|                                                             |                      |   |          |
|-------------------------------------------------------------|----------------------|---|----------|
| Common<br>Stock<br>(RSUs<br>awarded<br>February 1,<br>2016) | 4,974 <sup>(3)</sup> | D |          |
| Common<br>Stock<br>(PRSU<br>awarded<br>February 1,<br>2016) | 6,126 <sup>(4)</sup> | D |          |
| Common<br>Stock<br>(RSUs<br>awarded<br>February 2,<br>2015) | 2,164 <sup>(5)</sup> | D |          |
| Common<br>Stock<br>(RSUs<br>awarded<br>February 3,<br>2014) | 776 <sup>(6)</sup>   | D |          |
| Common<br>Stock<br>(RSUs<br>awarded<br>February 6,<br>2013) | 776 <sup>(7)</sup>   | D |          |
| Common<br>Stock<br>(RSUs<br>awarded<br>January 30,<br>2012) | 782                  | D |          |
| Common<br>Stock                                             | 60                   | D |          |
| Common<br>Stock                                             | 2,013 <sup>(8)</sup> | I | By Trust |

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.**

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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Options on Common Stock                    | \$ 29.66                                               |                                      |                                                    | Code V (A) (D)                 |                                                                                         | Date Exercisable 03/03/2011 <sup>(9)</sup> Expiration Date 02/03/2018 | Options on Common Stock                                       | 4,000                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| Dankel Roger<br>5956 W. LAS POSITAS<br>PLEASANTON, CA 94588 | President, Simpson Strong-Tie    |

## Signatures

/s/ROGER  
DANKEL 02/07/2017

\*\*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).

- Amount includes 4,423 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest one fourth on February 15, 2017, February 15, 2018, February 15, 2019, and February 15, 2020. The 4,423 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 8,859 shares of restricted stock units (RSUs) awarded on February 4, 2017. RSUs vest fully on February 15, 2020, subject to the Company's performance on revenue growth (50%) and return on invested capital (50%) versus the Company's peer group median. The 8,859 shares assume that the number of shares that vest are based on targeted performance and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- Amount includes 4,974 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 4,974 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.

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- (4) Amount includes 6,126 shares of restricted stock units (RSUs) awarded on February 1, 2016. RSUs vest fully on the third anniversary of the award date subject to the Company's relative performance versus the S&P Smallcap 600 Index. The 6,126 shares assume that the maximum number of shares will vest, based on performance at the highest level, and are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (5) Amount includes 2,164 shares of restricted stock units (RSUs) awarded on February 2, 2015. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 2,164 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (6) Amount includes 776 shares of restricted stock units (RSUs) awarded on February 3, 2014. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (7) Amount includes 776 shares of restricted stock units (RSUs) awarded on February 6, 2013. RSUs vest one fourth on each of the award date and the first, second and third anniversaries of the award date. The 776 shares are net of the number of shares expected to be withheld to cover the estimated income taxes due on vesting.
- (8) 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.
- (9) This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.

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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