SIMPSON BARCLAY

Form 4

August 26, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

Washington, D.C. 20549

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

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

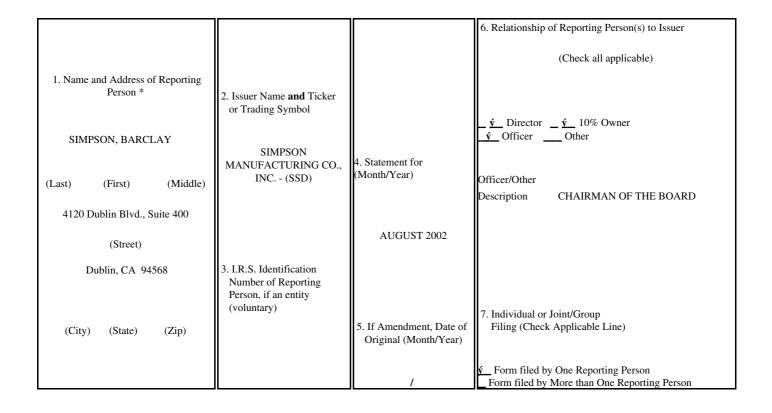


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Beneficially Owned at	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial
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		Code	V	Amount	(A) or (D)	Price			
Common Stock	08/22/2002	J	V	9	D	\$31.80	4,277	I	By Trust
Common Stock	08/22/2002	Х		1,000	А	\$18.3219	7,002,142	D	
Common Stock							10,002	I	By General Partnership

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/Year)	4. Trans: Coo (Ins	de	ion (Instr. 3, 4 and		ies ad		Amount of Underlying Securities		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Owner-ship Form of Deri- vative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V			(DE)	(ED)	Title	Amount or Number of Shares				
Options on Common Stock	\$18.3219	08/22/2002	X		1,000	D		12/31/2003	Common Stock	1,000				
Options on Common Stock												250	D	
Options on Common Stock												250	D	
Options on Common Stock												250	D	
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Options on Common Stock												250	D	

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Explanation of responses:	
The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing participant. The change in the number of shares held by the reporting person represe	g Plan for Salaried Employees (the Plan) of which the reporting person is a ents a rebalancing of his position.
/s/BARCLAY SIMPSON	August 23, 2002
** Signature of Reporting Person	Date
Reminder: Report on a separate line for each class of securities beneficially	y 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 Crimi <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	nal Violations.
Note: File three copies of this Form, one of which must be manually signed	ed. If space is insufficient, <i>see</i> Instruction 6 for procedure.
nttp://www.sec.gov/divisions/corpfin/forms/form4.htm	