

EBERHARD STEPHEN P
Form 4
November 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
EBERHARD STEPHEN P

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)
03/29/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President, Simpson Dura-Vent

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/18/2005		X	5,000 A \$ 9.3594	113,692	D	
Common Stock	11/18/2005		X	5,000 D \$ 41.42	108,692	D	
Common Stock					752 ⁽³⁾	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 9.3594	11/18/2005		X	5,000	02/01/1999 ⁽¹⁾	12/31/2005	Common Stock	5,000
Options on Common Stock	\$ 10.9375					02/01/2000 ⁽¹⁾	12/31/2006	Common Stock	6,000
Options on Common Stock	\$ 16.45					02/01/2003 ⁽¹⁾	12/31/2009	Common Stock	10,000
Options of Common Stock	\$ 25.43					01/01/2005 ⁽²⁾	12/31/2010	Common Stock	10,000
Options on Common Stock	\$ 34.9					01/01/2006 ⁽²⁾	12/31/2011	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERHARD STEPHEN P 4120 DUBLIN BLVD., SUITE 400 DUBLIN, CA 94568			President, Simpson Dura-Vent	

Signatures

Stephen P.
Eberhard

11/18/2005

 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) This date represents the date of the first monthly vesting period. This option vests equally over 48 months beginning with the date of grant.
 - (2) This date represents the date of the first annual vesting period. This option vests equally over 4 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.