SIMTEK CORP
Form 4
May 31, 2006

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON ROBERT C

(Last) (First) (Middle)

8080 N CENTRAL EXPWY, #210
LB-59

(Street)

DALLAS, TX 75206

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SIMTEK CORP [SRAM]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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			
Common Stock	05/26/2006		J(1)(2)		11,596	A	$ 0.37	4,687,257	I	Held by Renaissance Capital Growth & Income Fund III, Inc. ("RENN III") (1) (3)
Common Stock	05/26/2006		J(1)(2)		22,161	A	$ 0.37	22,161	I	Held by RENN Capital Group, Inc.

("Group") (2)
(3)

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
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		68,701		05/26/2006	05/26/2011	Common Stock	68,701
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		17,175		05/26/2006	05/26/2011	Common Stock	17,175
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		68,701		05/26/2006	05/26/2011	Common Stock	68,701
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		17,175		05/26/2006	05/26/2011	Common Stock	17,175
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		62,598		05/26/2006	05/26/2011	Common Stock	62,598
Warrant (Right to Buy)	$ 0.33	05/26/2006		A		15,650		05/26/2006	05/26/2011	Common Stock	15,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON ROBERT C 8080 N CENTRAL EXPWY #210 LB-59 DALLAS, TX 75206	X			

Signatures

Robert Pearson	05/31/2006
**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) Represents securities issued to the Reporting Person in connection with his service on the board of directors of the Issuer. The securities have been assigned to RENN III.

(2) Represents securities issued to the Reporting Person in connection with his service on the board of directors of the Issuer. The securities have been assigned to Group.

(3) The Reporting Person is an executive officer of Group which serves as the investment adviser to RENN III and BFS and investment manager to RUSGIT and may therefore be considered beneficial owner of such shares. The Reporting Person disclaims such beneficial ownership.

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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