

SIMTEK CORP
Form 4
May 19, 2006

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 *
CRESTVIEW CAPITAL MASTER LLC

(Last) (First) (Middle)

95 REVERE DRIVE, SUITE A

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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 | (D) | Price |
| common stock, \$0.01 par value per share ("Common Stock") | 05/01/2006 | | S | | 20,000 | D | \$ 0.33 |
| Common Stock | 05/02/2006 | | S | | 3,500 | D | \$ 0.33 |
| Common Stock | 05/03/2006 | | S | | 40,000 | D | \$ 0.3 |
| Common Stock | 05/04/2006 | | S | | 10,000 | D | \$ 0.3 |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------|------------|---|
| Common Stock | 05/05/2006 | S | 50,000 | D | \$ 0.31 | 24,564,000 | D |
| Common Stock | 05/08/2006 | S | 47,560 | D | \$ 0.33 | 24,516,440 | D |
| Common Stock | 05/09/2006 | S | 20,000 | D | \$ 0.31 | 24,496,440 | D |
| Common Stock | 05/10/2006 | S | 50,000 | D | \$ 0.29 | 24,446,440 | D |
| Common Stock | 05/11/2006 | S | 40,000 | D | \$ 0.28 | 24,406,440 | D |
| Common Stock | 05/12/2006 | S | 55,000 | D | \$ 0.29 | 24,351,440 | D |
| Common Stock | 05/15/2006 | S | 55,000 | D | \$ 0.3 | 24,296,440 | D |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CRESTVIEW CAPITAL MASTER LLC 95 REVERE DRIVE SUITE A | | X | | |

NORTHBROOK, IL 60062

Signatures

Crestview Capital Master, LLC BY: Crestview Capital Partners, LLC, its sole Manager BY:
/s/ Daniel I. Warsh - Daniel I. Warsh Member

05/19/2006

__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).

Remarks:

This Form 4 reports the following sales by the Reporting Person between May 1, 2006 and May 15, 2006: (i) on May 1, 2006, Reporting Person sold 20,000 shares of Common Stock for aggregate consideration of \$6,600; (ii) on May 2, 2006, the Reporting Person sold 3,500 shares of Common Stock for aggregate consideration of \$1,155; (iii) on May 3, 2006, the Reporting Person sold 40,000 shares of Common Stock for aggregate consideration of \$12,000; (iv) on May 4, 2006, the Reporting Person sold 10,000 shares of Common Stock for aggregate consideration of \$3,000; (v) on May 5, 2006, the Reporting Person sold 50,000 shares of Common Stock for aggregate consideration of \$15,500; (vi) on May 8, 2006, the Reporting Person sold 47,560 shares of Common Stock for aggregate consideration of \$15,695; (vii) on May 9, 2006, the Reporting Person sold 20,000 shares of Common Stock for aggregate consideration of \$6,200; (viii) on May 10, 2006, the Reporting Person sold 50,000 shares of Common Stock for aggregate consideration of \$14,500; (ix) on May 11, 2006, the Reporting Person sold 40,000 shares of Common Stock for aggregate consideration of \$11,200; (x) on May 12, 2006, the Reporting Person sold 55,000 shares of Common Stock for aggregate consideration of \$15,950; and (xi) on May 15, 2006, the Reporting Person sold 55,000 shares of Common Stock for aggregate consideration of \$16,500.

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.