

M&S MOSHAYEDI REVOCABLE TRUST DTD 11-16-95
 Form 4
 December 18, 2006

FORM 4

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

OMB APPROVAL

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

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 *
MOSHAYEDI MANOUCH

(Last) (First) (Middle)

3001 DAIMLER STREET

(Street)

SANTA ANA, CA 92705-5812

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIMPLETECH INC [STEC]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 1,457,878 | I | By Trust (2) |
| Common Stock | | | | | 25,000 (5) | D | |
| Common Stock | 12/15/2006 | | S(4) | 12,501 D | \$ 11.29 7,403,847 | I | By Trust (1) |
| Common Stock | 12/15/2006 | | S(4) | 58,647 D | \$ 11.3 7,345,200 | I | By Trust (1) |
| Common Stock | 12/15/2006 | | S(4) | 2,553 D | \$ 11.31 7,342,647 | I | By Trust (1) |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|-----------|-----------|---|------------------------|
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 5,243 | D | \$ 11.32 | 7,337,404 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 26,620 | D | \$ 11.33 | 7,310,784 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 12,687 | D | \$ 11.34 | 7,298,097 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 41,668 | D | \$ 11.35 | 7,256,429 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 14,163 | D | \$ 11.36 | 7,242,266 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 15,549 | D | \$ 11.37 | 7,226,717 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 5,000 | D | \$ 11.38 | 7,221,717 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 3,900 | D | \$ 11.39 | 7,217,817 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 18,312 | D | \$ 11.4 | 7,199,505 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 40 | D | \$ 11.405 | 7,199,465 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 146,214 | D | \$ 11.5 | 7,053,251 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 900 | D | \$ 11.51 | 7,052,351 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 2,400 | D | \$ 11.52 | 7,049,951 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 400 | D | \$ 11.53 | 7,049,551 | I | By Trust <u>(1)</u> |
| Common Stock | 12/15/2006 | S ⁽⁴⁾ | 10,100 | D | \$ 11.54 | 7,039,451 | I | By Trust <u>(1)</u> |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------|---|---|------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| Incentive Stock Options (Right to Buy Common Stock) | \$ 3.39 | | | (3) | 05/21/2008 | Common Stock | 162,335 |
| Non-Qualified Stock Options (Right to Buy Common Stock) | \$ 3.08 | | | (3) | 05/21/2013 | Common Stock | 87,665 |
| Non-Qualified Stock Options (Right to Buy Common Stock) | \$ 3.84 | | | (3) | 02/23/2015 | Common Stock | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOSHAYEDI MANOUCH 3001 DAIMLER STREET SANTA ANA, CA 92705-5812 | X | X | Chief Executive Officer | |
| M&S MOSHAYEDI REVOCABLE TRUST DTD 11-16-95 3001 DAIMLER STREET SANTA ANA, CA 92705-5812 | | X | | |

Signatures

/s/ Manouch Moshayedi 12/18/2006
 **Signature of Reporting Person Date

/s/ Manouch Moshayedi, 12/18/2006
 Trustee Date

 **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) These shares are owned directly by the M. and S. Moshayedi Revocable Trust, dated 11/16/95, a ten percent owner of the issuer, and indirectly by Manouch Moshayedi as the trustee of this trust and who may be deemed to be a ten percent owner of the issuer. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (2) These shares are owned directly by the M. and S. Moshayedi Investment Trust, dated 11/16/95, and Manouch Moshayedi is an indirect beneficiary of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (3) These options are fully vested and immediately exercisable.
 - (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the M. and S. Moshayedi Revocable Trust, dated 11/16/95, on May 18, 2006, as amended on August 22, 2006.
 - (5) Holdings reported in this Form 4 reflect an adjustment described in an amended Form 4 filed on December 15, 2006.

Remarks:

(Form 4 #2 of 2) - This is the second of two Form 4s filed by the reporting person in connection with transactions effected on 1

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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