

SIMMONS FIRST NATIONAL CORP
Form S-8
May 22, 2006

As filed with the Securities and Exchange Commission on May 22, 2006.
Registration No. _____

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SIMMONS FIRST NATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Arkansas
(State or other jurisdiction of
incorporation or organization)

6022
(Primary Standard Industrial
Classification Code Number)

71-0407808
(I.R.S. Employer Identification No.)

**501 Main Street
Pine Bluff, Arkansas 71601
(870) 541-1000**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**Simmons First National Corporation
Executive Stock Incentive Plan - 2001**
(Full Title of the Plan)

**J. Thomas May
Chairman of the Board and Chief Executive Officer
Simmons First National Corporation
501 Main Street
Pine Bluff, AR 71601
(870) 451-1000**

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies of all Communications to:
Patrick A. Burrow, Esq.

**Quattlebaum, Grooms, Tull & Burrow PLLC
111 Center Street, Suite 1900
Little Rock, Arkansas 72201**

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common stock, \$0.01 par value per share	553,069	\$ 25.89	\$ 14,318,957	\$ 1,532.13

- (1) The Simmons First National Corporation Executive Stock Incentive Plan - 2001 authorizes the issuance of a maximum of 600,000 shares, as adjusted for stock splits since the adoption of the Plan, 553,069 shares are currently held by participants of the Plan (or their donees) or are currently set aside for issuance.
- (2) Estimated pursuant to Rule 457(c), solely for the purpose of calculating the amount of the registration fee, based upon the average of the high and low prices reported on May 16, 2006, as reported on the NASDAQ Stock Exchange.
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REOFFER PROSPECTUS

553,069 Shares

Simmons First National Corporation
Common Stock

This prospectus has been prepared for use by employees or executive officers of Simmons First National Corporation or its subsidiaries or by former executive officers of companies acquired by us or our subsidiaries, in connection with the resale of up to an aggregate of 553,069 shares of our common stock, which have been or may be issued under the Simmons First National Corporation Executive Stock Incentive Plan - 2001.

This prospectus may only be used by affiliates of Simmons First National Corporation if a supplement is attached which contains the names of the affiliates selling shares and the amount of shares of our common stock to be reoffered by them.

We will not receive any of the proceeds from the sale of the shares by the selling shareholders. We will bear all expenses incurred in connection with the registration of the shares being offered by the selling shareholders, except that the selling shareholders shall be responsible for all underwriting discounts and selling commissions, fees and expenses of counsel and other advisors to the selling shareholders, transfer taxes and related charges in connection with the offer and sale of these shares.

Our common stock is listed on the NASDAQ Stock Exchange under the symbol "SFNC."

Neither the Securities and Exchange Commission nor any state securities commissioner has approved or disapproved of the shares of our common stock to be issued under this prospectus or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Shares of our common stock are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this prospectus is May 18, 2006.