

RENAISSANCE CAPITAL GROWTH & INCOME FUND III INC

Form 5

February 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
CLEVELAND RUSSELL

(Last) (First) (Middle)

**8080 N. CENTRAL
EXPRESSWAY, SUITE 210**

(Street)

DALLAS, TX 75206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**RENAISSANCE CAPITAL
GROWTH & INCOME FUND III
INC [RENN]**3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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)
President6. Individual or Joint/Group Reporting
(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/20/2005	Â	J ⁽¹⁾	4,943.311	A	\$ 13.578	29,174.46	I	Held by The Cleveland Family L.P. ⁽²⁾
Common Stock	02/28/2005	Â	J ⁽¹⁾	215.31	A	\$ 13.55	29,389.77	I	Held by The Cleveland

Common Stock	05/31/2005	Â	<u>J⁽¹⁾</u>	240.9	A	\$ 12.2	29,630.67	I	Family L.P. <u>(2)</u>
Common Stock	08/29/2005	Â	<u>J⁽¹⁾</u>	252.176	A	\$ 11.75	29,882.846	I	Held by The Cleveland Family L.P. <u>(2)</u>
Common Stock	12/01/2005	Â	<u>J⁽¹⁾</u>	257.264	A	\$ 11.616	30,140.11	I	Held by The Cleveland Family L.P. <u>(2)</u>
Common Stock	01/20/2005	Â	<u>J⁽¹⁾</u>	45,514.772	A	\$ 13.578	295,619.315	I	Held by RENN Investment Limited Partnership <u>(3)</u>
Common Stock	02/28/2005	Â	<u>J⁽¹⁾</u>	1,982.43	A	\$ 13.55	297,601.745	I	Held by RENN Investment Limited Partnership <u>(3)</u>
Common Stock	05/31/2005	Â	<u>J⁽¹⁾</u>	2,218.047	A	\$ 12.2	299,819.792	I	Held by RENN Investment Limited Partnership <u>(3)</u>
Common Stock	08/29/2005	Â	<u>J⁽¹⁾</u>	2,321.871	A	\$ 11.75	302,141.663	I	Held by RENN Investment Limited Partnership <u>(3)</u>
Common Stock	12/01/2005	Â	<u>J⁽¹⁾</u>	2,368.726	A	\$ 11.616	304,510.389	I	Held by RENN Investment Limited Partnership <u>(3)</u>

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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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLEVELAND RUSSELL 8080 N. CENTRAL EXPRESSWAY SUITE 210 DALLAS, TX 75206	Â X	Â	Â President	Â

Signatures

Russell
Cleveland 02/14/2006

**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) These shares were acquired through the Fund's dividend reinvestment program.

(2) These shares are held by The Cleveland Family L.P. of which Russell Cleveland is a limited partner.

(3) These shares are held by RENN Investment Limited Partnership, of which CEJ, Inc. is the general partner. Russell Cleveland is the majority shareholder of CEJ, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.