

PLANET TECHNOLOGIES, INC
Form 4/A
December 07, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
GLENN SCOTT L

2. Issuer Name and Ticker or Trading Symbol
PLANET TECHNOLOGIES, INC
[POLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6402 CARDENO DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

LA JOLLA, CA 92037

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2004

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

(City) (State) (Zip)

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	11/30/2004		P		325,929	A	\$ 2.5	325,929 <u>(1)</u> D <u>(2)</u>	
common stock	11/30/2004		P		770,808	A	\$ 2.5	1,096,737 <u>(1)</u> I <u>(2)</u>	By AF Holdings, LLC
common stock	11/30/2004		P		100,000	A	\$ 2.5	1,196,737 <u>(1)</u> I <u>(3)</u>	By Windamere III, LLC

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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
common stock option	\$ 3.5	11/30/2004		A	100,543 <u>(1)</u>	11/30/2005	11/30/2014	common stock	100,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLENN SCOTT L 6402 CARDENO DRIVE LA JOLLA, CA 92037	X	X	Chairman, President and CEO	

Signatures

/s/g/ 12/07/2004
 **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) Reflects 1 for 50 Reverse Stock Split.
- (2) Issued pursuant to that Asset Purchase Agreement entered into between Company and AF Holdings, LLC (formerly Allergy Free, LLC).
- (3) Issued pursuant to a private placement offering.
- (4) Compensation for serving as President and CEO.

Remarks:

Previous incorrect filing of common stock amount held indirectly through Windamere III, LLC.

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.