

GLENN SCOTT L
Form 4/A
August 23, 2005

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 *
GLENN SCOTT L

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

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)
08/01/2005

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

LA JOLLA, CA 92037
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/03/2005

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2005		P		586,000	A	\$ 2.5
					886,000	I	
Common Stock					770,808	I	

see footnote (1)
see footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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	
WINDAMERE III LLC 6402 CARDENO DRIVE LA JOLLA, CA 92037		X		
AF Partners, LLC 6402 CARDENO DRIVE LA JOLLA, CA 92037		X		
Glenn Holdings, LP 6402 CARDENO DRIVE LA JOLLA, CA 92037		X		
SR Technology Associates 6402 CARDENO DRIVE LA JOLLA, CA 92037		X		

Signatures

/s/ Scott L.
Glenn

08/23/2005

**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) Represents securities held directly by Windamere III, LLC. Voting and investment power over the shares are generally held by Scott Glenn, the managing member of Windamere III, LLC; however, investments or dispositions in excess of certain amounts must be approved by the board of directors of Windamere III, LLC. Scott Glenn may be deemed to be an indirect beneficial owner of the reported securities. Scott Glenn disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Represents securities held directly by AF Partners, LLC. Voting and investment power over the shares are held by SR Technology Associates, as the manager of AF Partners, LLC, and by Glenn Holdings, LP, as the majority member of AF Partners, LLC. Each of SR Technology Associates and Glenn Holdings, LP are controlled by Scott Glenn.

Remarks:

Amended to add SR Technology Associates and Glenn Holdings, LP as joint filers. See Exhibit 99.1 for joint filer information.

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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