

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

LECTEC CORPORATION
(Exact name of registrant as specified in its charter)

Minnesota 41-1301878
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

10701 Red Circle Drive
Minnetonka, Minnesota 55343
(Address of Principal Executive Offices)

LECTEC CORPORATION EMPLOYEE STOCK PURCHASE PLAN
(full title of the plan)

Mr. Rodney A. Young Copy to:
Chief Executive Officer Timothy S. Hearn, Esq.
LecTec Corporation Dorsey & Whitney LLP
10701 Red Circle Drive Pillsbury Center South
Minnetonka, Minnesota 55343 220 South Sixth Street
(Name and address of agent for service) Minneapolis, Minnesota 55402-1498

(612) 933-2291 (612) 340-7802
(Telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: from
time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

<TABLE>

<CAPTION>

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 (2)
<S> Common Stock (\$.01 par value)	<C> 200,000	<C> \$2.00	<C> \$400,000.00	<C> \$112.00

</TABLE>

- (1) The number of shares being registered represents the number of shares of Common Stock that may be issued pursuant to the LecTec Corporation Employee Stock Purchase Plan (the "Plan").
- (2) Determined pursuant to Rule 457(c), based on the average of the high and low sale prices of the Common Stock as reported on the Nasdaq National Market System on February 11, 1999. The Company paid this fee with the original filing on February 18, 1999.

This Amendment is being filed solely to file a corrected version of the Power of Attorney attached as Exhibit 24 to the Form S-8 as originally filed on February 18, 1999.

Item 8.	Exhibits
Exhibit Number	Description
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4*	LecTec Corporation Employee Stock Purchase Plan
5*	Opinion of Dorsey & Whitney LLP
23.1*	Consent of Grant Thornton LLP
23.2*	Consent of Dorsey & Whitney LLP (included in Exhibit 5 to this Registration Statement)
24	Power of Attorney

* Previously filed.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on February 25, 1999.

LECTEC CORPORATION

By /s/ Rodney A. Young

Rodney A. Young
Chief Executive Officer, President and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on February 25, 1999.

Name	Title	Date
----	-----	----
/s/ Rodney A. Young	Chief Executive Officer, President	February 25, 1999
-----	and Chairman (Principal Executive	
Rodney A. Young	Officer)	
/s/ Deborah L. Moore	Chief Financial Officer (Principal	February 25, 1999
-----	Financial and Accounting Officer)	
Deborah L. Moore		
* -----	Director	February 25, 1999
Lee M. Berlin		
* -----	Director	February 25, 1999
Alan C. Hymes, M.D.		
* -----	Director	February 25, 1999
Paul O. Johnson		
* -----	Director	February 25, 1999
Bert J. McKasy		
* -----	Director	February 25, 1999

Marilyn K. Speedie

*

Director

February 25, 1999

Donald C. Wegmiller

*By /s/ Rodney A. Young

Rodney A. Young, as Attorney-In-Fact

II-2

EXHIBIT INDEX

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II-3

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Rodney A. Young and Deborah L. Moore, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer of LecTec Corporation), to sign a registration statement, and any or all amendments (including post-effective amendments) thereto, on Form S-8 for the sale of shares of LecTec Corporation Common Stock pursuant to the LecTec Corporation Employee Stock Purchase Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Name -----	Title -----	Date -----
/s/ Rodney A. Young ----- Rodney A. Young	Chief Executive Officer, President and Chairman (Principal Executive Officer)	February 18, 1999
/s/ Deborah L. Moore ----- Deborah L. Moore	Chief Financial Officer (Principal Financial and Accounting Officer)	February 18, 1999
/s/ Lee M. Berlin ----- Lee M. Berlin	Director	February 18, 1999
/s/ Alan C. Hymes ----- Alan C. Hymes, M.D.	Director	February 18, 1999
/s/ Paul O. Johnson ----- Paul O. Johnson	Director	February 18, 1999
/s/ Bert J. McKasy ----- Bert J. McKasy	Director	February 18, 1999
/s/ Marilyn K. Speedie ----- Marilyn K. Speedie	Director	February 18, 1999
/s/ Donald C. Wegmiller ----- Donald C. Wegmiller	Director	February 18, 1999