
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

Post-Effective Amendment No. 1

to

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LECTEC CORPORATION

(Exact name of Registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-1301878

(I.R.S. Employer
Identification No.)

**1407 South Kings Highway
Texarkana, Texas 75501**

(Address, including zip code, of registrant's principal executive offices)

**Gregory G. Freitag
Chief Executive Officer
LecTec Corporation
1407 South Kings Highway
Texarkana, Texas 75501
(903) 832-0993**

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

Copy to:

**Timothy S. Hearn, Esq.
Dorsey & Whitney LLP
Suite 1500
50 South Sixth Street
Minneapolis, MN 55402
(612) 340-2600**

Approximate date of commencement of proposed sale to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)



TERMINATION OF REGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-40183) (the “**Registration Statement**”) of LecTec Corporation (the “**Company**”), which was filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on November 13, 1997. The Registration Statement registered 221,948 shares of the Company’s common stock sold to the selling shareholders described in the prospectus forming part of the Registration Statement.

The Company is filing this Post-Effective Amendment No. 1 to remove and withdraw from registration all shares of the Company’s common stock registered pursuant to the Registration Statement that remain unsold.

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-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Texarkana, State of Texas, on the 31st day of May, 2011.

LECTEC CORPORATION

By: /s/ Gregory G. Freitag
Gregory G. Freitag
Chief Executive Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on the 31st day of May, 2011.

Signature	Title
<u>/s/ Gregory G. Freitag</u> Gregory G. Freitag	Chief Executive Officer, Chief Financial Officer and Director (principal executive officer and principal financial and accounting officer)
* <u>Timothy M. Heaney</u>	Director
* <u>Lowell Hellervik</u>	Director
* <u>Robert J. Rudelius</u>	Director
* <u>Elmer Salovich, M.D.</u>	Director
* By: <u>/s/ Gregory G. Freitag</u> Gregory G. Freitag Attorney-in-Fact	

EXHIBIT INDEX

Exhibit Number	Description
24.1	Power of Attorney

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory G. Freitag (with full power to act alone), as his true and lawful attorney-in-fact and agent, with full powers of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to execute and/or file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to the following LecTec Corporation registration statements, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and 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 attorney-in-fact and agent, or their substitute or substitutes, lawfully do or cause to be done by virtue hereof:

1. Form S-8 (No. 033-12780) registering shares under the LecTec Corporation 1986 Employees Stock Option Plan and the LecTec Corporation 1986 Incentive Stock Option Plan;
 2. Form S-8 (No. 033-45931) registering shares under the LecTec Corporation 1991 Directors' Stock Option Plan and the LecTec Corporation 1989 Stock Option Plan;
 3. Form S-8 (No. 333-46283) registering shares under the the LecTec Corporation 1989 Stock Option Plan;
 4. Form S-8 (No. 333-46289) registering shares and interests under the LecTec Corporation 401(k) & Profit Sharing Plan;
 5. Form S-8 (No. 333-72571) registering shares under the the LecTec Corporation Employee Stock Purchase Plan;
 6. Form S-8 (No. 333-68920) registering shares under the LecTec Corporation 2001 Stock Option Plan; and
 7. Form S-3 (No. 333-40183) registering shares to be sold by certain selling shareholders.
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IN WITNESS WHEREOF, this Power of Attorney has been signed as of this 26th day of May 2011, by the following persons:

Signature

Title

/s/ Gregory G. Freitag

Gregory G. Freitag

Chief Executive Officer, Chief Financial Officer and Director

(principal executive officer and principal financial and accounting officer)

/s/ Timothy M. Heaney

Timothy M. Heaney

Director

/s/ Lowell Hellervik

Lowell Hellervik

Director

/s/ Robert J. Rudelius

Robert J. Rudelius

Director

/s/ Elmer Salovich, M.D.

Elmer Salovich, M.D.

Director