

SCANNER TECHNOLOGIES CORP

Form SC 13G/A

September 29, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment 2)
Scanner Technologies Corporation
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

80603Q105
(CUSIP Number)

September 28, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [ ] Rule 13d- 1(b)
[x] Rule 13d-1(c)
[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

(however, see the Notes).

CUSIP No. 80603Q105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

BARRON PARTNERS LP
431981699

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) X

3. SEC Use Only

.....
.....
.....

4. Citizenship or Place of Organization
United States, Incorporated in Delaware
Number of Shares 5 Sole Voting Power
Beneficially

Edgar Filing: SCANNER TECHNOLOGIES CORP - Form SC 13G/A

Owned by Each Reporting Person With 1,150,000  
6 Shared Voting Power  
none

7 Sole Dispositive Power

1,150,000

8 Shared Dispositive Power

none

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,150,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

8.60%

12. Type of Reporting Person (See Instructions)

PN

Item 1.

(a) Name of Issuer

Scanner Technologies Corporation

(b) Address of Issuer's Principal Executive Offices

14505 21s Avenue North, Suite 220  
Minneapolis, MN 55447

Item 2.

(a) Name of Person Filing

Barron Partners LP

(b) Address of Principal Business Office or, if none, Residence

730 Fifth Avenue, 9th Floor  
New York, NY 10019

(c) Citizenship

United States of America, Incorporated in Delaware

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

80603Q105

Item 3. If this statement is filed pursuant to 240.13dm 1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Edgar Filing: SCANNER TECHNOLOGIES CORP - Form SC 13G/A

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under

section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h)  A savings associations as defined in

Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

The holdings reported herein are stated as of September 28, 2005

(a) Amount beneficially owned: 1,150,000

(b) Percent of class: 8.60%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,150,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 1,150,000

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Edgar Filing: SCANNER TECHNOLOGIES CORP - Form SC 13G/A

[ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group  
N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date September 29, 2005

/s/ Andrew B. Worden  
Signature

Managing Director, General Partner Entity  
Name/Title