

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange of 1934

Date of Report: December 28, 2004
(Date of earliest event reported)

PLANGRAPHICS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------|-----------------------------|--------------------------------------|
| Colorado | 0-14273 | 84-0868815 |
| ----- | ----- | ----- |
| (State of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

112 East Main Street, Frankfort, KY 40601

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (720) 851-0716

(Former Name and address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 28, 2004, PlanGraphics, Inc. extended the employment agreement of J. Gray Reed, Chief Operating Officer of its operating subsidiary, PlanGraphics, Inc. (a Maryland corporation), dated January 1, 2002 and originally filed with Form 10-Q for March 31, 2002, through September 30, 2005. The terms of the employment agreement remain unchanged. The extension of the Employment Agreement is filed with this report as Exhibit 10.2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Extension of Reed Employment Agreement, letter dated November 30, 2004 and executed December 28, 2004 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLANGRAPHICS, INC.
(Registrant)

January 3, 2005

/S/ Fred Beisser

(Signature)

Frederick G. Beisser
Senior Vice President - Finance
Secretary, Treasurer and Principal Accounting Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

10.1 Extension of Reed Employment Agreement, letter dated November 30, 2004 and executed December 28, 2004

Exhibit 10.1

PLANGRAPHICS, INC.
112 EAST MAIN STREET
FRANKFORT, KY 40601

November 30, 2004

Mr. J. Gary Reed
Senior Vice President/Chief Operations Officer
338 Lyon Drive
Lexington, KY 40513

Dear Gary:

Pursuant to your employment letter effective January 1, 2002, this letter is intended to inform you of PlanGraphics' interest and intent to extend the aforementioned agreement through September 30, 2005, pursuant to the existing terms and conditions of the contract.

If the extension is acceptable to you under those terms, please acknowledge with your signature below and return two signed copies to me.

If you would prefer to discuss the extension or modification to the agreement, please inform Audra Morris who will schedule the discussion at the earliest possible opportunity.

Sincerely,

/S/ John C. Antenucci

John C. Antenucci
President and CEO

CC: Gary S. Murray
Joyce Rector

Signature: /S/ J. Gray Reed Date: 12/28/2004
J. Gary Reed