

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 3)*

PLATO LEARNING INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

72764Y100

(CUSIP Number)

December 31, 2006

(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)
 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 disclosures provided in a
prior cover page.

The information required on the remainder of this 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.)

(Continued on following page(s))

CUSIP No 13G Page 7 of 11
72764Y100 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

Bank of America Corporation
56-0906609

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

0

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

7

8

973,784*

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 1,202,393*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,202,393*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.07%**

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

**Amendment No. 2 to the Reporting Person's Schedule 13G filed on January 3, 2007 stated in error that the Reporting Person beneficially owned less than 5% of the common stock of the issuer. On the date of the event which caused the filing of that amendment, the Reporting Person beneficially owned 1,202,393 shares, or 5.07%, of the common stock of the issuer.

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

NB Holdings Corporation
56-1857749

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a) [] (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES 6
BENEFICIALLY
OWNED BY EACH
REPORTING 7
PERSON WITH 8

973,784*
SHARED VOTING POWER

0
SOLE DISPOSITIVE POWER

1,202,393*
SHARED DISPOSITIVE
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,202,393*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.07%

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

Bank of America, National Association
86-0645265

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

142,441

5 SOLE VOTING POWER
NUMBER OF
SHARES 6
BENEFICIALLY
OWNED BY EACH
REPORTING 7
PERSON WITH 8

831,343*

SHARED VOTING POWER

157,950

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE 1,044,443*
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,202,393*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.07%

12 TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTIONS BEFORE FILLING OUT!

*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

Columbia Management Group, LLC
86-0645265

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
6
7
8

813,148

SHARED VOTING POWER

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE
POWER 1,026,248

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,026,248

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.33%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER 813,148
NUMBER OF
SHARES 6
BENEFICIALLY
OWNED BY EACH
REPORTING 7
PERSON WITH 8

SHARED VOTING POWER

1,026,248

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,026,248

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.33%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):
Banc of America Investment Advisors, Inc
06-1143089

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

0

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6

7

8

18,195*

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

18,195*

SHARED DISPOSITIVE
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

18,195*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.08%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

Item 1(a). Name of Issuer:

PLATO LEARNING INC

Item 1(b). Address of Issuer's Principal Executive Offices:

10801 Nesbitt Avenue South
Bloomington, MN 55437

Item 2(a). Name of Person Filing:

Bank of America Corporation
NB Holdings Corporation
Bank of America, National Association
Columbia Management Group, LLC
Columbia Management Advisors, LLC
Banc of America Investment Advisors, Inc

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation	Delaware
NB Holdings Corporation	Delaware
Bank of America, National Association	United States
Columbia Management Group, LLC	Delaware
Columbia Management Advisors, LLC	Delaware
Banc of America Investment Advisors, Inc	Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number

72764Y100

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

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 .

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to Subsidiary Identification and Classification, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by

reference.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group: Not applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not 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.

Dated: February 7, 2007

Bank of America Corporation
NB Holdings Corporation
Bank of America, National Association

By: /s/ Charles F Bowman

Charles F. Bowman
Senior Vice President

Columbia Management Group, LLC
Columbia Management Advisors LLC

By: /s/ Keith Banks

Keith Banks
President

Banc of America Investment Advisors, Inc

By: /s/ Daniel S. McNamara

Daniel S. McNamara
President

Exhibit 99.1

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned

hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 7, 2007

Bank of America Corporation
NB Holdings Corporation
Bank of America, National Association

By: /s/ Charles F Bowman

Charles F. Bowman
Senior Vice President

Columbia Management Group, LLC
Columbia Management Advisors LLC

By: /s/ Keith Banks

Keith Banks
President

Banc of America Investment Advisors, Inc

By: /s/ Daniel S. McNamara

Daniel S. McNamara
President