#### PLANETOUT INC

Form 4

January 30, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires: Estimated average

January 31, 2005

0.5

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Elderkin Mark D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Stock

(First)

(Middle)

PLANETOUT INC [LGBT] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O PLANETOUT INC., 1355 SANSOME STREET

01/26/2006

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify below)

President

below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

856,575

I

SAN FRANCISCO, CA 94111

(City)	(State) (Z	<sup>Zip)</sup> Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2006		A	2,500	A	\$0	2,500 (4)	D	
Common Stock							38,609	I	See Footnote (1)
Common Stock							71,326	I	See Footnote (2)
Common							956 575	T	See

Footnote

(3)

### Edgar Filing: PLANETOUT INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)	(Instr. 5)	]	
	Derivative				Securities					(	
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date	Title	Number		
						Exercisable Date			of		
				Code V	(A) (D)			Shares			

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Elderkin Mark D C/O PLANETOUT INC. 1355 SANSOME STREET SAN FRANCISCO, CA 94111

President

### **Signatures**

/s/ Todd Huge, attorney-in-fact for Mark D. Elderkin

01/30/2006

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by Mr. Elderkin's life partner.
- (2) Shares held by the Elderkin-Bennett Family Trust of which Mr. Elderkin and his life partner are co-trustees.
- (3) Shares held by the Mark Elderkin Trust UA 9/20/02 of which Mr. Elderkin is the sole trustee.
- (4) 25% of the shares will become transferable on January 26, 2007 and 1/48th will become transferable each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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