

PLANETOUT INC  
Form 4  
February 22, 2006

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

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

(Last) (First) (Middle)  
C/O PLANETOUT INC., 1355  
SANSOME STREET  
(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PLANETOUT INC [LGBT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |        |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |                  |
| Common Stock                    | 02/17/2006                           |  | S                              |   | 686   | D  | \$ 8.85                           | 37,923 | I | See Footnote (1) |
| Common Stock                    | 02/17/2006                           |  | S                              |   | 3,800   | D  | \$ 8.86                           | 34,123 | I | See Footnote (1) |
| Common Stock                    | 02/17/2006                           |  | S                              |   | 1,000   | D  | \$ 8.87                           | 33,123 | I | See Footnote (1) |
| Common Stock                    | 02/17/2006                           |  | S                              |   | 5,139   | D  | \$ 8.88                           | 27,984 | I | See Footnote     |

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|              |            |   |        |   |         |                      |   |  | (1)              |
|--------------|------------|---|--------|---|---------|----------------------|---|--|------------------|
| Common Stock | 02/17/2006 | S | 6,344  | D | \$ 8.89 | 21,640               | I |  | See Footnote (1) |
| Common Stock | 02/17/2006 | S | 1,100  | D | \$ 8.9  | 20,540               | I |  | See Footnote (1) |
| Common Stock | 02/17/2006 | S | 1,436  | D | \$ 8.91 | 19,104               | I |  | See Footnote (1) |
| Common Stock | 02/17/2006 | S | 200    | D | \$ 8.92 | 18,904               | I |  | See Footnote (1) |
| Common Stock | 02/17/2006 | S | 295    | D | \$ 8.94 | 18,609               | I |  | See Footnote (1) |
| Common Stock | 02/21/2006 | S | 13,609 | D | \$ 9    | 5,000                | I |  | See Footnote (1) |
| Common Stock | 02/21/2006 | S | 600    | D | \$ 9.01 | 4,400                | I |  | See Footnote (1) |
| Common Stock | 02/21/2006 | S | 4,400  | D | \$ 9.02 | 0                    | I |  | See Footnote (1) |
| Common Stock |            |   |        |   |         | 71,326               | I |  | See Footnote (2) |
| Common Stock |            |   |        |   |         | 856,575              | I |  | See Footnote (3) |
| Common Stock |            |   |        |   |         | 2,500 <sup>(4)</sup> | D |  |                  |

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

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(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

