#### MORGAN ALLEN L

Form 4 June 16, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol PLANETOUT INC [LGBT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
3. Date of Earliest Transaction	(Check an applicable)
(Month/Day/Year)	X Director 10% Owner
06/14/2006	Officer (give title below) Other (specify below)
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
	Symbol PLANETOUT INC [LGBT] 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2006 4. If Amendment, Date Original

MENLO PAI	RK, CA 9	4025
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(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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					914,847	I (1) (2)	by MF X
Common Stock					53,439	I (1) (2)	by MF X Annex
Common Stock					35,230	I (1) (2)	by MFAV
Common Stock					109,452	I (1) (2)	by MPF
Common Stock	06/14/2006		A	2,000 A \$0	2,000	D	

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

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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)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MORGAN ALLEN L 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025

X

## **Signatures**

James T. Beck, Attorney-In-Fact for the Reporting
Person 06/16/2006

\*\*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).

The Reporting Person is a Managing Director of Mayfield X Management, LLC (MF X Mgmt), which is the sole General Partner of each of Mayfield X (MF X) and Mayfield Associates Fund V (MF AV), and is the sole Managing Director of Mayfield Principals Fund, LLC (MF). The Reporting Person is a Managing Director of Mayfield X Appear Management, LLC (MF X Appear Mgmt), which is the sole

- (1) (MPF). The Reporting Person is a Managing Director of Mayfield X Annex Management, LLC (MF X Annex Mgmt), which is the sole General Partner of Mayfield X Annex (MF X Annex). The Reporting Person may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF X Mgmt, MF X, MF AV, MPF, MF X Annex Mgmt, and MF X Annex, but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
- (2) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of equity securities covered by this statement.

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