

LogMeIn, Inc.
Form 4
May 23, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Wagner William Raymond

(Last) (First) (Middle)

C/O LOGMEIN, INC., 320
SUMMER STREET, SUITE 100

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LogMeIn, Inc. [LOGM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/22/2014	05/22/2014	A			12,000		(2)	05/22/2024	Common Stock	12,000
Performance RSUs	(3)	05/22/2014	05/22/2014	A			12,000		(4)	05/22/2024	Common Stock	12,000
Performance RSUs	(3)	05/22/2014	05/22/2014	A			12,000		(5)	05/22/2024	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner William Raymond C/O LOGMEIN, INC. 320 SUMMER STREET, SUITE 100 BOSTON, MA 02210			Chief Operating Officer	

Signatures

Michael J. Donahue,
 attorney-in-fact

05/23/2014

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest in three equal installments over a three-year period commencing on the first anniversary of the date of grant so that 100% of the restricted stock units will be vested as of May 22, 2017.
- (3) Each Performance RSU represents a contingent right to receive one share of the Issuer's common stock; the number of Performance RSUs granted represents the maximum number of Performance RSUs that can be earned by the Reporting Person.

 The vesting of these Performance RSUs is tied to the achievement of a performance goal, which is measured as the total shareholder return, or TSR, realized by the Issuer's stockholders for the two-year performance period from May 1, 2014 to May 1, 2016 versus the
- (4) TSR realized for that same period by the Russell 2000 Index. The actual number of shares of the Issuer's common stock into which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (6,000) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained.

 The vesting of these Performance RSUs is tied to the achievement of a performance goal, which is measured as the total shareholder return, or TSR, realized by the Issuer's stockholders over a three-year performance period from May 1, 2014 to May 1, 2017, versus the
- (5) TSR realized for the same period by the Russell 2000 Index. The actual number of shares of the Issuer's common stock into which the Performance RSUs will convert will be calculated by multiplying the target number of Performance RSUs (6,000) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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