

**LOGMEIN, INC.**  
Reported by  
**BENSON STEVEN J.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 07/09/09 for the Period Ending 07/07/09

Address	320 SUMMER STREET, SUITE 100 BOSTON, MA 02210
Telephone	781-638-9094
CIK	0001420302
Symbol	LOGM
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Benson Steven J.</b> <small>(Last) (First) (Middle)</small>  <b>177 KENDRICK STREET, SUITE 200</b> <small>(Street)</small>  <b>NEEDHAM, MA 02494</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>LogMeIn, Inc. [ LOGM ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p style="text-align: center;"><b>7/7/2009</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float: right;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float: right;"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/7/2009		C		2768849	A	\$0	3069219	I	By Prism Venture Partners IV, L.P. (1)
Common Stock	7/7/2009		C		25194	A	\$0	3094413	I	By Prism Venture Partners IV, L.P. (1)
Common Stock	7/7/2009		C		802563	A	\$0	3896976	I	By Prism Venture Partners IV, L.P. (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Redeemable Convertible Preferred Stock	(2)	7/7/2009		C		6922123		(2)	(2)	Common Stock	2768849	\$0	0	I	By Prism Venture Partners IV, L.P. (1)
Series A Redeemable Convertible	(2)	7/7/2009		C		62985		(2)	(2)	Common	25194	\$0	0	I	By Prism Venture Partners

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Preferred Stock</b>										<b>Stock</b>					<b>IV, L.P. (1)</b>
<b>Series B Redeemable Convertible Preferred Stock</b>	(2)	7/7/2009		C		2006408		(2)	(2)	<b>Common Stock</b>	802563	\$0	0	I	<b>By Prism Venture Partners IV, L.P. (1)</b>

**Explanation of Responses:**

- (1) The Reporting Person is a member of Prism Venture Partners IV, LLC ("PVP IV LLC"), the sole general partner of Prism Investment Partners IV, L.P. ("PIP IV"), which is the sole general partner of Prism Venture Partners IV, L.P. ("PVP IV"). The Reporting Person may be deemed to beneficially own the shares held by PVP IV, but the Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (2) Each share of preferred stock represented herein immediately converted into 0.4 shares of common stock, par value \$0.01 per share, of the Issuer upon the closing of the Issuer's initial public offering on July 7, 2009.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Benson Steven J. 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494</b>	X	X		

**Signatures**

/s/ Steven J. Benson

7/9/2009

Date

\*\* Signature of Reporting Person

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

\* 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).

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

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.