

LOGMEIN, INC.
Reported by
WAGNER WILLIAM RAYMOND

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/26/15 for the Period Ending 05/21/15

Address	320 SUMMER STREET, SUITE 100 BOSTON, MA 02210
Telephone	781-638-9094
CIK	0001420302
Symbol	LOGM
Fiscal Year	12/31

FORM 4

**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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Wagner William Raymond <small>(Last) (First) (Middle)</small> C/O LOGMEIN, INC., 320 SUMMER STREET <small>(Street)</small> BOSTON, MA 02210 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol LogMeIn, Inc. [LOGM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & COO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center" style="font-size: 1.2em;">5/21/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		

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	5/22/2015	5/22/2015	M		2700	A	(1)	2700	D	
Common Stock	5/23/2015	5/23/2015	M		13309	A	(1)	16009	D	

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				
Restricted Stock Units	(1)	5/21/2015	5/21/2015	A		5000		(2)	5/21/2025	Common Stock	5000	\$0.00	5000	D	
Performance RSUs	(3)	5/21/2015	5/21/2015	A		30000		(4)	5/21/2025	Common Stock	30000	\$0.00	30000	D	
Performance RSUs	(3)	5/21/2015	5/21/2015	A		30000		(5)	5/21/2025	Common Stock	30000	\$0.00	30000	D	
Restricted Stock Units	(1)	5/22/2015	5/22/2015	F			1300	(6)	5/22/2024	Common Stock	1300	(7)	10700	D	
Restricted Stock Units	(1)	5/22/2015	5/22/2015	M			2700	(6)	5/22/2024	Common Stock	2700	(8)	8000	D	
Restricted Stock Units	(1)	5/23/2015	5/23/2015	F			10024	(9)	5/23/2023	Common Stock	10024	(7)	36643	D	
Restricted Stock Units	(1)	5/23/2015	5/23/2015	M			13309	(9)	5/23/2023	Common Stock	13309	(8)	23334	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units shall 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 21, 2018. These restricted stock units also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.

- (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.
- (4) 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, 2015 to May 1, 2017 versus the 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 (15,000) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained. These Performance RSUs also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.
- (5) 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 three-year performance period from May 1, 2015 to May 1, 2018 versus the 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 (15,000) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained. These Performance RSUs also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.
- (6) 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. Vested shares will be delivered to the reporting person within five business days after such shares have become vested. These restricted stock units also provide for accelerated vesting in the event that the Reporting Person's employment is terminated in connection with an acquisition of the Issuer.
- (7) The shares of common stock underlying the restricted stock units reported as disposed herein were retained (but not issued) by the Issuer in satisfaction of tax withholding obligations associated with the vesting of such units.
- (8) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.
- (9) 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 23, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner William Raymond C/O LOGMEIN, INC. 320 SUMMER STREET BOSTON, MA 02210			President & COO	

Signatures

Michael J. Donahue, attorney-in-fact

5/26/2015

** Signature of Reporting Person

Date

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.

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