

**LOGMEIN, INC.**  
Reported by  
**WAGNER WILLIAM RAYMOND**

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

Filed 05/23/14 for the Period Ending 05/22/14

Address	320 SUMMER STREET, SUITE 100 BOSTON, MA 02210
Telephone	781-638-9094
CIK	0001420302
Symbol	LOGM
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**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

**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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Wagner William Raymond</b>			<b>LogMeIn, Inc. [ LOGM ]</b>		<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				
			<b>5/22/2014</b>				
C/O LOGMEIN, INC., 320 SUMMER STREET, SUITE 100			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
BOSTON, MA 02210							
(City) (State) (Zip)							

**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)			

**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				
Restricted Stock Units	(1)	5/22/2014	5/22/2014	A		12000	(2)	5/22/2024	Common Stock	12000	\$0.00	12000	D	
Performance RSUs	(3)	5/22/2014	5/22/2014	A		12000	(4)	5/22/2024	Common Stock	12000	\$0.00	12000	D	
Performance RSUs	(3)	5/22/2014	5/22/2014	A		12000	(5)	5/22/2024	Common Stock	12000	\$0.00	12000	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 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.
- (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, 2014 to May 1, 2016 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 (6,000) by a percentage ranging from 0% to 200% based on the actual level at which the performance goal is attained.
- (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 over a three-year performance period from May 1, 2014 to May 1, 2017, versus the 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.

**Reporting Owners**

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

**Signatures**

**Michael J. Donahue, attorney-in-fact**

**5/23/2014**

\*\* 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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