

**LOGMEIN, INC.**  
Reported by  
**KELLIHER JAMES F.**

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

Filed 02/26/13 for the Period Ending 02/24/13

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

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

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

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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

<b>1. Name and Address of Reporting Person *</b>  <b>Kelliher James F.</b>  <small>(Last) (First) (Middle)</small>  <b>C/O LOGMEIN, INC., 500 UNICORN PARK DR.</b>  <small>(Street)</small>  <b>WOBURN, MA 01801</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 align="center"><b>2/24/2013</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>CFO and Treasurer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> <b>X</b> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	2/24/2013		M		1707	A	(1)	19268	D	
Common Stock								4000	I	UGMA/UTMA custodial account FBO Devon Kelliher (2)
Common Stock								4000	I	UGMA/UTMA custodial account FBO Liam Kelliher (2)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	2/24/2013		F		793	(3)	2/24/2022	Common Stock	793	(4)	6707	D	
Restricted Stock Units	(1)	2/24/2013		M		1707	(3)	2/24/2022	Common Stock	1707	(5)	5000	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 shares are held in a custodial account for the benefit of one of Mr. Kelliher's children. Mr. Kelliher maintains investment control over the account.
- (3) 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 February 24, 2015. Vested shares will be delivered to the reporting person within five business days after such shares have become vested.

- (4) 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.
- (5) The restricted stock units reported as disposed herein were settled for shares of the Issuer's common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kelliher James F. C/O LOGMEIN, INC., 500 UNICORN PARK DR. WOBURN, MA 01801</b>			<b>CFO and Treasurer</b>	

**Signatures**

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

**2/26/2013**

\*\* 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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