

LOGMEIN, INC.
Reported by
KELLIHER JAMES F.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/11/11 for the Period Ending 05/10/11

| | |
|-------------|--|
| 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**

OMB APPROVAL
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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

| | | | | | |
|--|---------|---|---|---|---|
| 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) | |
| Kelliher James F. | | LogMeIn, Inc. [LOGM] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO and Treasurer | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | |
| | | | 5/10/2011 | | |
| C/O LOGMEIN, INC., 500 UNICORN PARK DR. | | | 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 |
| WOBURN, MA 01801 | | | | | |
| (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) | Price | | | |
| Common Stock | 5/10/2011 | 5/10/2011 | M | | 8250 | A | \$1.25 | 24750 | D | |
| Common Stock | 5/10/2011 | 5/10/2011 | S | | 5932 (1) | D | \$42.0335 (2) | 18818 | D | |
| Common Stock | 5/10/2011 | 5/10/2011 | S | | 2318 (1) | D | \$42.4608 (3) | 16500 | 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 | | | | |
| Stock Option (Right to Buy) | \$1.25 | 5/10/2011 | 5/10/2011 | M | | 8250 | (4) | 7/20/2016 | Common Stock | 8250 | \$0.00 | 49811 | D | |

Explanation of Responses:

- (1) Sales made pursuant to a 10(b)5-1 plan adopted by the Reporting Person in accordance with Rule 10(b)5-1 of the Securities Exchange Act of 1934, as amended.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.36 to \$42.34, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.37 to \$42.59, inclusive. Upon the request of any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4 shall be provided.

be provided.

- (4) The shares subject to the option vested in four equal annual installments beginning on July 20, 2007, such that 100% of the shares subject to the option will be fully vested on July 20, 2010.

Reporting Owners

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

Signatures

Michael J. Donahue, attorney-in-fact

5/11/2011

** 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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