LogMeIn, Inc.
Form 4
May 26, 2015

FORM 4

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

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(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wagner William Raymond

(Last) (First) (Middle)

C/O LOGMEIN, INC., 320 SUMMER STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LogMeIn, Inc. [LOGM]

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/22/2015	05/22/2015	M		2,700	A	(1)	2,700	D	
Common Stock	05/23/2015	05/23/2015	M		13,309	A	(1)	16,009	D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Restricted Stock Units	(1)	05/21/2015	05/21/2015	A		5,000		(2)	05/21/2025	Common Stock	
Performance RSUs	(3)	05/21/2015	05/21/2015	A		30,000		(4)	05/21/2025	Common Stock	3
Performance RSUs	(3)	05/21/2015	05/21/2015	A		30,000		(5)	05/21/2025	Common Stock	3
Restricted Stock Units	(1)	05/22/2015	05/22/2015	F			1,300	(6)	05/22/2024	Common Stock	
Restricted Stock Units	(1)	05/22/2015	05/22/2015	M			2,700	(6)	05/22/2024	Common Stock	
Restricted Stock Units	(1)	05/23/2015	05/23/2015	F			10,024	(9)	05/23/2023	Common Stock	1
Restricted Stock Units	(1)	05/23/2015	05/23/2015	M			13,309	(9)	05/23/2023	Common Stock	1

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	05/26/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(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.

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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