

Benson Steven J.
Form 4
June 05, 2012

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Benson Steven J.

(Last) (First) (Middle)

C/O PRISM VENTURE PARTNERS, 177 KENDRICK STREET SUITE 200

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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	06/01/2012		S ⁽¹⁾		20,000	D	\$ 31.3363 <u>(2)</u>	830,000	I	Prism Venture Partners IV, L.P. <u>(3)</u>
Common Stock	06/04/2012		S ⁽¹⁾		40,000	D	\$ 31.2201 <u>(4)</u>	790,000	I	Prism Venture Partners IV, L.P. <u>(3)</u>
	06/05/2012		S ⁽¹⁾		45,000	D		745,000	I	

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Common Stock	\$ 31.1111 <u>(8)</u>	Prism Venture Partners IV, L.P. <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 31.5698 <u>(7)</u>	06/01/2012		S	5,000 <u>(6)</u>	<u>(5)</u> 11/05/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benson Steven J. C/O PRISM VENTURE PARTNERS 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494	X			

Signatures

/s/ Laurier Beaupre as Attorney-in-Fact on behalf of Steven J. Benson, pursuant to a Power of Attorney attached hereto.

06/05/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Prism Venture Partners IV, L.P. ("PVP IV") on February 22, 2012.

The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 31.16 to 31.81 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Consists of securities held directly by PVP IV. Prism Investment Partners IV, L.P. ("PIP IV") is the sole general partner of PVP IV. Prism Venture Partners IV, LLC ("PVP IV LLC") is the sole general partner of PIP IV. Steven J. Benson ("Benson") is a member of PVP IV LLC. Benson may be deemed to beneficially own the shares held by PVP IV, but Benson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 30.96 to 31.58 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The shares subject to the option vest in eight equal installments every three months beginning on November 5, 2009 so long as the Reporting Person continues to serve as a director of the Issuer on such dates, such that 100% of the shares subject to the option will be fully vested on November 5, 2012.

(6) The Reporting Person was awarded this option as compensation for services rendered as a director in accordance with the non-employee director option program contained in the Issuer's 2009 Stock Incentive Plan.

(7) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 31.16 to 31.81 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 30.83 to 31.55 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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