LogMeIn, Inc. Form 4 September 16, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BARRETT DAVID E** Issuer Symbol LogMeIn, Inc. [LOGM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner __ Other (specify Officer (give title C/O POLARIS VENTURE 09/14/2010 PARTNERS, 1000 WINTER STREET, SUITE 3350 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

WALTHAM, MA 02451

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State) (Tabl	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
Common Stock	09/14/2010		<u>J(1)</u>	600,000	D	\$0	1,044,640	I	See Footnote (2) (3)
Common Stock	09/14/2010		J <u>(4)</u>	11,200	D	\$0	19,505	I	See Footnote (5)

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)			Owne	
	Security			Acquired							Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	rcisable Date	of			
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARRETT DAVID E C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451

X

Signatures

/s/ David E. Barrett

09/15/2010

**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) Pro-rata distribution from Polaris Venture Partners IV, L.P. ("PVP IV") to the partners of PVP IV.
 - The reportable securities are owned directly by PVP IV. Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVP IV. Of the reportable securities, 1,029,664 shares are directly held by PVP IV and 14,976 shares are held directly by PVM IV.
- (2) PVM IV disclaims beneficial ownership of these securities, except with respect to shares held directly by PVM IV, and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV and David E. Barrett ("Barrett") is a member of PVM IV.
- Each of Flint, McGuire, Spoon and Barrett disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
- (4) Pro-rata distribution from Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV") to the partners of PVPE IV.

Reporting Owners 2

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The reportable securities are owned directly by PVPE IV. PVM IV is the general partner of PVPE IV. Of the reportable securities, 19,235 shares are directly held by PVPE IV and 270 shares are held directly by PVM IV. PVM IV disclaims beneficial ownership of these securities, except with respect to shares held directly by PVM IV, and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purposes, except to the extent of its pecuniary interest.

beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint, McGuire McGuire and Spoon are the managing members of PVM IV and Barrett is a member of PVM IV. Each of Flint, McGuire, Spoon and Barrett disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.