

MCGUIRE TERRANCE
Form 4
May 14, 2010

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 *
BARRETT DAVID E

(Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET, SUITE 3350

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2010

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock ⁽¹⁾	05/12/2010		J ⁽²⁾	450,000	D \$ 0	1,638,798	I	See Footnotes (3) (4)
Common Stock	05/12/2010		J ⁽⁵⁾	8,500	D \$ 0	39,569	I	See Footnotes (6) (7)

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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	X		
SPOON ALAN G C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451		X		
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451		X		
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451		X		
POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451		X		
POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350		X		

WALTHAM, MA 02451

Polaris Venture Management Co IV LLC
 C/O POLARIS VENTURE PARTNERS
 1000 WINTER STREET, SUITE 3350
 WALTHAM, MA 02451

X

Signatures

/s/ David E. Barrett		05/14/2010
	__Signature of Reporting Person	Date
/s/ Alan Spoon		05/14/2010
	__Signature of Reporting Person	Date
/s/ Jonathan A. Flint		05/14/2010
	__Signature of Reporting Person	Date
/s/ Terrance G. McGuire		05/14/2010
	__Signature of Reporting Person	Date
/s/ John Gannon Polaris Venture Management Co. IV, L.L.C. By: John Gannon Authorized signatory for Polaris Venture Management Co. IV, L.L.C.		05/14/2010
	__Signature of Reporting Person	Date
/s/ John Gannon Polaris Venture Partners IV, L.P. By: John Gannon Authorized signatory for Polaris Venture Partners IV, L.P.		05/14/2010
	__Signature of Reporting Person	Date
/s/ John Gannon Polaris Venture Partners Entrepreneurs' Fund IV, L.P. By: John Gannon Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P.		05/14/2010
	__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) This is an exit filing with respect to all reporting persons other than David E. Barrett who remains a director of the company.
 - (2) 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, 1,629,664 shares are directly held by PVP IV and 9,134 shares are held directly by PVM IV.
 - (3) 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.
 - (5) Pro-rata distribution from Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV") to the partners of PVPE IV.
 The reportable securities are owned directly by PVPE IV. PVM IV is the general partner of PVPE IV. Of the reportable securities, 30,435 shares are directly held by PVPE IV and 9,134 shares are held directly by PVM IV. PVM IV disclaims beneficial ownership of these
 - (6) 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 Flint, McGuire McGuire and Spoon are the managing members of PVM IV and Barrett is a member of PVM IV.

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- Each of Flint, McGuire, Spoon and Barrett disclaims beneficial ownership of these securities and this report shall not be deemed an
- (7) 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.