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LINKEDIN CORP

Reported by

SCOTT JAMES KEVIN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/18/12 for the Period Ending 09/17/12

Address	2029 STIERLIN COURT MOUNTAIN VIEW, CA 94043
Telephone	650-687-3600
CIK	0001271024
Symbol	LNKD
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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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

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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)
Scott James Kevin (Last) (First) (Middle)	**LINKEDIN CORP [LNKD]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **SVP, Engineering**
C/O LINKEDIN CORPORATION, 2029 STIERLIN COURT (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **9/17/2012**	
MOUNTAIN VIEW, CA 94043 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. 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			
Class A Common Stock	**9/17/2012**		**C** (1)		**13500**	**A**	(2) (3)	**48799**	**D**	
Class A Common Stock	**9/17/2012**		**S** (4)		**9700**	**D**	**$121.4388** (5)	**39099**	**D**	
Class A Common Stock	**9/17/2012**		**S** (4)		**3800**	**D**	**$122.1568** (5)	**35299**	**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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	**$19.63**	**9/17/2012**		**M**			**13500**	(6)	**2/16/2021**	**Class B Common Stock**	**13500**	**$0.00**	**210000**	**D**	
Class B Common Stock	(2) (3)	**9/17/2012**		**M**		**13500**		(2) (3)	(2) (3)	**Class A Common Stock**	**13500**	**$0.00**	**13500**	**D**	
Class B Common Stock	(2) (3)	**9/17/2012**		**C** (1)			**13500**	(2) (3)	(2) (3)	**Class A Common Stock**	**13500**	**$0.00**	**0**	**D**	

Explanation of Responses:

(1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Person.

(2) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, (i) each share of Class B Common Stock will convert automatically into one share of Class A

Common Stock upon (A) the date specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, or (B) any transfer of such share (subject to certain exceptions), and (ii) upon the death of a natural person holding shares of Class B Common Stock, each share of Class B Common Stock held by that person or any of his or her permitted estate planning entities will convert automatically into one share of Class A Common Stock.

(3) In addition to the events set forth in footnote 2, the Class A Common Stock and Class B Common Stock will each convert automatically into a single class of Common Stock on the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock.

(4) Shares were sold pursuant to a duly adopted 10b5-1 trading plan entered into in accordance with the Issuer's insider trading policy. The plan provides for periodic sales as part of a liquidity and diversification strategy.

(5) The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.

(6) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on February 7, 2012 and 1/48th of the shares vest monthly thereafter.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott James Kevin **C/O LINKEDIN CORPORATION** **2029 STIERLIN COURT** **MOUNTAIN VIEW, CA 94043**			**SVP, Engineering**	

Signatures

/s/ Lora Blum, Attorney-In-Fact **9/18/2012**

** 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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