## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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			or Section 30(n) of the investment Company Act of 1940				
			2. Issuer Name and Ticker or Trading Symbol <u>AKAMAI TECHNOLOGIES INC</u> [ AKAM		ationship of Reporting Pe k all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify	
(Last) C/O AKAMAI 7 8 CAMBRIDGE		(Middle) IES INC	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2012		below) below) SVP - General Counsel		
(Street) CAMBRIDGE	MA (State)	02142 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Filir Form filed by One Rej Form filed by More tha Person	porting 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)	Transaction Code (Instr.		4. Securities / Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock, par value \$.01 per share	01/19/2012		М		524	Α	\$ <mark>0</mark>	17,948	D	

#### 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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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: 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				
Restricted Stock Units <sup>(1)</sup>	\$0	01/19/2012		А		11,089		(2)	(4)	Common Stock	11,089	\$0	11,089	D	
Restricted Stock Units <sup>(1)</sup>	\$0	01/19/2012		A		11,088		(3)	(4)	Common Stock	11,088	\$0	11,088	D	
Restricted Stock Units <sup>(1)</sup>	\$0	01/19/2012		М			970	(2)	(4)	Common Stock	970	\$0	1,942	D	

#### Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents the right to receive one share of common stock upon vesting.

2. RSUs vest in three equal 33% installments on the first, second and third anniversaries of the grant date.

3. Vesting of such RSUs is dependent on Akamai's achivement of a specified normalized earnings per share target for fiscal year 2012 and certain designated mission critical goals. To the extent such targets are met, the RSUs will vest in two equal 50% installments on the second and third anniversaries of the grant date.

4. Not applicable.

#### /s/ Melanie Haratunian

\*\* Signature of Reporting Person

01/23/2012

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.