

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person * <u>Sherman J Donald</u> (Last) (First) (Middle) C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER (Street) CAMBRIDGE MA 02129 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AKAMAI TECHNOLOGIES INC [AKAM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP and CFO-Elect</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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 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
Restricted Stock Unit	\$0	02/15/2006		A		12,500		(1)	(2)	Common Stock	12,500	\$0	12,500	D	
Restricted Stock Unit	\$0	02/15/2006		A		37,500		(3)	(2)	Common Stock	37,500	\$0	37,500	D	
Stock Option (right to buy)	\$25.77	02/15/2006		A		50,000		(4)	02/14/2016	Common Stock	50,000	\$25.77	50,000	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vests in 33% installments on the first business day of each of 2007, 2008 and 2009.
- Not applicable.
- Each RSU represents the right to receive one share of Akamai common stock. Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2006, 2007 and 2008.
- Option vests as follows: 25% on February 15, 2007, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.

/s/ J Donald Sherman 02/16/2006

** 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.

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.