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

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Ferson | | on [*] | 2. Issuer Name and Ticker or Trading Symbol AKAMAI TECHNOLOGIES INC [AKAM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|---|---------------|-----------------|---|---|-----------------------------------|---------------------|--|--|--|--|--|
| SAGAN PAL | | | t , | X | Director | 10% Owner | | | | | |
| , | | | | x | Officer (give title | Other (specify | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | | | |
| AKAMAI TECH | INOLOGIES INC | 2 | 02/22/2012 | | President and | CEO | | | | | |
| 8 CAMBRIDGE | CENTER | | | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group Filing | g (Check Applicable | | | | | |
| (Street) | | | | Line) | | | | | | | |
| CAMBRIDGE | MA | 02142 | | X | Form filed by One Rep | orting Person | | | | | |
| | | | | | Form filed by More that Person | n One Reporting | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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) | | (1150. 4) |
| Common Stock, par value \$.01 per share | 02/22/2012 | | М | | 21,250 | A | \$0.9 | 229,072 | D | |
| Common Stock, par value \$.01 per share | 02/22/2012 | | S ⁽¹⁾ | | 21,250 | D | \$36.77 ⁽⁵⁾ | 207,822 | D | |
| Common stock, par value \$.01 per share | | | | | | | | 200,663 | I ⁽²⁾ | See note |
| Common Stock, par value \$.01 per share | | | | | | | | 6 | I ⁽³⁾ | See note |

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

| | (eigi, pare, cane, marante, epitone, contention of continues | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|------------------------|--|--|--|
| 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 Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security | 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 | | | | |
| Stock option (right to buy) | \$0.9 | 02/22/2012 | | М | | | 21,250 | (4) | 09/18/2012 | Common Stock | 21,250 | \$0.9 | 127,500 | D | |

Explanation of Responses:

1. Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Sagan on December 3, 2010.

2. Held by the Paul Sagan Revocable Trust. Mr. Sagan disclaims beneficial ownership of shares held by the Paul Sagan Revocable Trust except to the extent of his pecuniary interest therein.

3. Held in trust on behalf of Mr. Sagan's children.

4. Stock option became fully vested on September 19, 2006.

5. Average sale price per share.

/s/ Paul Sagan

02/22/2012

Date

** Signature of Reporting Person

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.