

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

| OMB APPROVAL | |
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|---|--|--|
| 1. Name and Address of Reporting Person* <u>CONRADES GEORGE H</u> (Last) (First) (Middle) <u>C/O AKAMAI TECHNOLOGIES, INC.</u> <u>8 CAMBRIDGE CENTER</u> (Street) <u>CAMBRIDGE MA 02142</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | 05/24/2006 | | M ⁽⁶⁾ | | 6,244 | A | \$0 | 1,937,931 | D | |
| Common Stock, par value \$.01 per share | 05/24/2006 | | S ⁽¹⁾ | | 38,462 | D | \$30.04 ⁽²⁾ | 1,899,469 | D | |
| Common Stock, par value \$.01 per share | 05/25/2006 | | S ⁽¹⁾ | | 38,462 | D | \$31.2 ⁽²⁾ | 1,861,007 | 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. 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 |
| Deferred Stock Units ⁽³⁾ | \$0 | 05/23/2006 | | A | | 4,494 | | (5) | (7) | Common Stock | 4,494 | \$0 | 4,494 | D | |
| Deferred Stock Units ⁽³⁾ | \$0 | 05/24/2006 | | M | | | 6,244 | (4) | (7) | Common Stock | 6,244 | \$0 | 6,244 | D | |

Explanation of Responses:

- Shares were sold pursuant to a Rule 10b5-1 Plan adopted by Mr. Conrades on August 23, 2005.
- Reflects average sale price per share.
- Each Deferred Stock Unit ("DSU") represents the right to receive 1 share of Common Stock upon vesting.
- DSUs vest 50% on May 24, 2006; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- DSUs vest 50% on May 23, 2007; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- Represents shares of Common Stock distributed in respect of DSUs originally granted on July 12, 2005.
- Not applicable.

/s/ George H. Conrades

05/25/2006

** 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.