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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I. Name and Address of Reporting Feison		on [*]	2. Issuer Name and Ticker or Trading Symbol <u>AKAMAI TECHNOLOGIES INC</u> [AKAM]		tionship of Reporting Pers all applicable) Director	son(s) to Issuer 10% Owner
(act)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)
(Last) C/O AKAMAI	(First) FECHNOLOGIES	()	04/30/2012		EVP Global Sales, S	vcs & Mktg
8 CAMBRIDGE	CENTER					
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing	g (Check Applicable
(Street)				Line)	Form filed by One Repo	arting Doroon
CAMBRIDGE	MA	02142			, , ,	0
۶					Form filed by More than 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	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$.01 per share	04/30/2012		М		400	A	\$17.41	17,929	D		
Common Stock, par value \$.01 per share	04/30/2012		S ⁽¹⁾		400	D	\$33 ⁽³⁾	17,529	D		
Common Stock, par value \$.01 per share	05/01/2012		М		14,998	A	\$17.41	32,527	D		
Common Stock, par value \$.01 per share	05/01/2012		S ⁽¹⁾		14,998	D	\$33.91 ⁽³⁾	17,529	D		

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

	(cigi, puis, variants, 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 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	Amount or Number of Shares				
Stock Option, (right to buy)	\$17.41	04/30/2012		М			400	(2)	02/06/2016	Common Stock	400	\$17.41	99,372	D	
Stock Option, (right to buy)	\$17.41	05/01/2012		М			14,998	(2)	02/06/2016	Common Stock	14,998	\$17.41	84,374	D	

Explanation of Responses:

1. Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Hughes on February 15, 2012.

2. Options vest over four years as follows: 25% on February 6, 2010 with the remaining 75% vesting in equal quarterly installments of 6.25% thereafter.

3. Average sale price per share.

/s/ Robert W. Hughes

05/01/2012

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.