SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person*
 SCHOETTLE CHRIS

 (Last)   (First)   (Middle)
 C/O AKAMAI TECHNOLOGIES, INC.
 8 CAMBRIDGE CENTER

 (Street)
 CAMBRIDGE   MA   02142

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 AKAMAI TECHNOLOGIES INC [**AKAM**]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2006

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director ___ 10% Owner ___
 X Officer (give title below) ___ Other (specify below) ___
 EVP - Tech, Networks & Support

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 ___ 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			

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	Amount or Number of Shares				
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:

1. Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vest in 33% installments on the first business day of each of 2006, 2007 and 2008.

2. Not applicable.

3. Each RSU represents the right to receive one share of Akamia 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.

4. Option vests as follows: 25% on February 15, 2007, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.

/s/ Chris Schoettle   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.