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
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			of Section So(n) of the investment Company Act of 1940					
	ss of Reporting Perso	n <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol <u>AKAMAI TECHNOLOGIES INC</u> [ AKAM ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
SAGAN PAU				X	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
	HNOLOGIES INC	( )	10/25/2012		President and CEO			
8 CAMBRIDGE	E CENTER							
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Filir	ng (Check Applicable		
CAMBRIDGE	MA	02142		X	Form filed by One Re	, o		
			-		Form filed by More the Person	an One Reporting		
(City)	(State)	(Zip)		1				

#### 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	10/25/2012		М		700	A	\$12.2	207,722	D	
Common Stock, par value \$.01 per share	10/25/2012		<b>S</b> <sup>(2)</sup>		700	D	\$40	207,022	D	
Common Stock, par value \$.01 per share	10/28/2012		М		72,065	Α	\$0	297,087	D	
Common Stock, par value \$.01 per share								200,663	I <sup>(3)</sup>	See note
Common Stock, par value \$.01 per share								6	<b>I</b> <sup>(4)</sup>	See note

# 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. Transa Code ( 8)		Deri Sec Acq or D of (I	rivative Expiration Date curities (Month/Day/Year)		I 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	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		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$12.2	10/25/2012		М			700	(5)	01/04/2015	Common Stock	700	\$12.2	101,200	D	
Restricted Stock Units <sup>(1)</sup>	\$0	10/28/2012		М			123,718	(1)	(6)	Common Stock	123,718	\$0	123,719	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting. RSUs vest as follows: 50% on the first anniversary of the grant date and 50% on the second anniversary of the grant date.

2. Sales was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Sagan on September 11, 2012.

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

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

5. Option vested in full on January 5, 2009.

6. Not applicable.

<u>/s/ Paul Sagan</u>

10/29/2012

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.

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