

AKAMAI TECHNOLOGIES INC  
 Form 4  
 February 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SAGAN PAUL

2. Issuer Name and Ticker or Trading Symbol  
 AKAMAI TECHNOLOGIES INC  
 [AKAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

AKAMAI TECHNOLOGIES INC, 8  
 CAMBRIDGE CENTER

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(Street)  
 CAMBRIDGE, MA 02142

(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. Transaction Code		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock, par value \$.01 per share	02/05/2010		M		2,445	A	\$ 0 108,634	D	
Common Stock, par value \$.01 per share	02/05/2010		M		12,401	A	\$ 0 121,035	D	
Common Stock, par value \$.01	02/05/2010		M		17,978	A	\$ 0 139,013	D	

per share

Common  
Stock, par  
value \$.01  
per share

02/05/2010

M

15,460

A

\$ 0

154,473

D

Common  
Stock, par  
value \$.01  
per share

285,663

I

See note <sup>(1)</sup>

Common  
Stock, par  
value \$.01  
per share

6

I

See note <sup>(2)</sup>

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

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.32	02/05/2010		A	93,023	<sup>(3)</sup> 02/05/2017	Common Stock	93,023	
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/05/2010		M	4,200	<sup>(5)</sup> <sup>(8)</sup>	Common Stock	4,200	
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/05/2010		M	19,165	<sup>(6)</sup> <sup>(8)</sup>	Common Stock	19,165	
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/05/2010		M	26,816	<sup>(7)</sup> <sup>(8)</sup>	Common Stock	26,816	
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/05/2010		M	26,816	<sup>(7)</sup> <sup>(8)</sup>	Common Stock	26,816	

Stock  
Units <sup>(4)</sup>

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAGAN PAUL AKAMAI TECHNOLOGIES INC 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	X		Chief Executive Officer	

## Signatures

/s/ Paul Sagan                      02/05/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) 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.
- (2) Held in trust on behalf of Mr. Sagan's children.
- (3) Option vests as follows: 25% on February 5, 2011, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.
- (4) Each restricted stock unit ("RSU") represents the right to receive one share of common stock upon vesting.
- (5) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2007, 2008 and 2009 if Akamai achieves certain corporate performance objectives during such years.
- (6) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2008, 2009 and 2010 if Akamai achieves certain corporate performance objectives during such years.
- (7) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2009, 2010 and 2011 if Akamai achieves certain corporate performance objectives during such years.
- (8) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.