Benson James M Form 3 March 08, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement AKAMAI TECHNOLOGIES INC [AKAM] Benson James M (Month/Day/Year) 03/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O AKAMAI (Check all applicable) TECHNOLOGIES, INC.,Â8 **CAMBRIDGE CENTER** 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Chief Financial Officer _X_ Form filed by One Reporting Person CAMBRIDGE, MAÂ 02142 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock, par value \$.01 per share 9,149 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(1)	10/20/2016	Common Stock	25,000	\$ 21.94	D	Â
Restricted Stock Units (2)	(3)	(11)	Common Stock	5,383	\$ 0	D	Â
Restricted Stock Units (2)	(4)	(11)	Common Stock	8,034	\$ 0	D	Â
Restricted Stock Units (2)	(5)	(11)	Common Stock	7,046	\$ 0	D	Â
Restricted Stock Units (2)	(6)	(11)	Common Stock	5,258	\$ 0	D	Â
Restricted Stock Units (2)	(7)	(11)	Common Stock	17,073	\$ 0	D	Â
Restricted Stock Units (2)	(8)	(11)	Common Stock	18,729	\$ 0	D	Â
Restricted Stock Units (2)	(9)	(11)	Common Stock	18,728	\$ 0 (9)	D	Â
Stock Option (right to buy)	(10)	02/11/2019	Common Stock	20,945	\$ 38.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
Benson James M C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	Â	Â	Chief Financial Officer	Â	

Signatures

/s/ James Benson 03/01/2012

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option vests over four years as follows: 25% on October 20, 2010 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter.
- (2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (3) RSUs vest over three years as follows: 33% on February 23, 2011 with the remaining 67% vesting in equal installments of 8.33% each quarter thereafter.

Reporting Owners 2

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- (4) Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2010, 2011 and 2012, and the amount reported reflects the maximum number of shares issuable.
- (5) RSUs vest over three years as follows: 33% on February 16, 2012 with the remaining 67% vesting in equal installments of 8.33% each quarter thereafter.
- Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2011, 2012, and 2013, and the amount reported reflects the maximum number of shares issuable.
- (7) RSUs vest over three years as follows: 33% on September 2, 2013 with the remaining 67% vesting in equal installments of 16.75% each quarter thereafter.
- (8) RSUs vest over three years as follows: 33% on each of February 6, 2013, 2014 and 2015.
- Vesting of such RSUs is dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012. To
- (9) the extent such target is met, the RSUs will vest in two equal 50% installments on each of February 6, 2014 and 2015. Amount reported is maximum issuable.
- (10) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (11) 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.