

AKAMAI TECHNOLOGIES INC
 Form 4
 November 17, 2014

FORM 4

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

OMB APPROVAL

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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 *
 MCCONNELL RICK M

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)
 11/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President Prods & Development

C/O AKAMAI TECHNOLOGIES, INC., 8 CAMBRIDGE CENTER

(Street)

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

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 (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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 11/14/2014 | | M | | 2,500 A \$ 26.64 | 21,587 | D |
| Common Stock, par value \$.01 per share | 11/14/2014 | | M | | 2,793 A \$ 38.43 | 24,380 | D |
| Common Stock, par value \$.01 | 11/14/2014 | | M | | 2,500 A \$ 35.42 | 26,880 | D |

per share

| | | | | | | | |
|--|------------|------------------|-------|---|---------------------------|--------|---|
| Common Stock, par value \$.01 per share | 11/14/2014 | S ⁽¹⁾ | 7,793 | D | \$ 60.98 <u>(2)</u> | 19,087 | D |
|--|------------|------------------|-------|---|---------------------------|--------|---|

Reminder: Report on a separate line for each class of securities beneficially 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.

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy) | \$ 26.64 | 11/14/2014 | | M | 2,500 | <u>(3)</u> 11/01/2018 | Common Stock | 2,500 |
| Stock option (right to buy) | \$ 38.43 | 11/14/2014 | | M | 2,793 | <u>(4)</u> 02/11/2019 | Common Stock | 2,793 |
| Stock option (right to buy) | \$ 35.42 | 11/14/2014 | | M | 2,500 | <u>(5)</u> 02/08/2020 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCONNELL RICK M C/O AKAMAI TECHNOLOGIES, INC. | | | President Prods & Development | |

8 CAMBRIDGE CENTER
CAMBRIDGE, MA 02142

Signatures

/s/ Rick

McConnell

11/14/2014

 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) Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. McConnell on November 7, 2014.
- (2) Average sale price per share.
- (3) Vests over four years as follows: 25% on November 1, 2012 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter.
- (4) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (5) Vests as follows: 1/3 on each of February 8, 2014, 2015 and 2016.

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.