Greenthal Jill A Form 4 May 20, 2009

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Greenthal Jill A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB** 

Number:

Expires:

Symbol

AKAMAI TECHNOLOGIES INC

(Check all applicable)

Officer (give title

[AKAM]

X\_ Director 10% Owner

(Month/Day/Year)

05/19/2009

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

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

CAMBRIDGE, MA 02142

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D)

Common

Stock, par 05/20/2009 \$0 2,509 D M 2.509 Α value \$.01

per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Greenthal Jill A - Form 4

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. NumborDerivati Securitic Acquire Dispose (Instr. 3, | ve<br>es<br>d (A) or<br>d of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|--|----------------------------------|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A)  | (D)                              | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Stock<br>Units (1)                      | \$ 0  | 05/19/2009                              |   | A                                      | 9,276  |                                  | <u>(1)</u>   | (3)                | Common<br>Stock   | 9,276                                  |
| Deferred<br>Stock<br>Units (2)                      | \$ 0  | 05/20/2009                              |   | M                                      |  | 2,509                            | (2)  | (3)                | Common<br>Stock   | 2,509                                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| 1 1 7111 1                     |               |           |         |       |  |  |  |

Greenthal Jill A C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142

X

## **Signatures**

Reporting Person

/s/ Jill A.
Greenthal

\*\*Signature of 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) Each Deferred Stock Unit ("DSU") represents the right to receive one share of common stock upon vesting. DSUs vest 50% on May 19, 2010; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (2) Each DSU represents the right to receive one share of common stock upon vesting. DSUs vest 50% on May 20, 2009; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (3) 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.

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