

AKAMAI TECHNOLOGIES INC
 Form 4
 May 03, 2010

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 *
GRAHAM RONALD

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)
05/01/2010

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

8 CAMBIRDGE 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 | | 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 | 05/01/2010 | | M | | 20,000 | A | \$ 0 20,051 | D | |
| Common Stock, par value \$.01 per share | 05/01/2010 | | M | | 7,102 | A | \$ 0 27,153 | D | |
| Common Stock, par value \$.01 per share | 05/01/2010 | | M | | 7,782 | A | \$ 0 34,935 | D | |

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| | | | | | | | |
|---|------------|---|-------|---|------|--------|---|
| Common Stock, par value \$.01 per share | 05/01/2010 | M | 3,852 | A | \$ 0 | 38,787 | D |
| Common Stock, par value \$.01 per share | 05/01/2010 | M | 2,837 | A | \$ 0 | 41,624 | 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.

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 Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units ⁽¹⁾ | \$ 0 | 05/01/2010 | | M | 20,000 | <u>(2)</u> | <u>(7)</u> | Common Stock | 20,000 |
| Deferred Stock Units ⁽¹⁾ | \$ 0 | 05/01/2010 | | M | 7,102 | <u>(3)</u> | <u>(7)</u> | Common Stock | 7,102 |
| Deferred Stock Units ⁽¹⁾ | \$ 0 | 05/01/2010 | | M | 7,782 | <u>(4)</u> | <u>(7)</u> | Common Stock | 7,782 |
| Deferred Stock Units ⁽¹⁾ | \$ 0 | 05/01/2010 | | M | 3,852 | <u>(5)</u> | <u>(7)</u> | Common Stock | 3,852 |
| Deferred Stock Units ⁽¹⁾ | \$ 0 | 05/01/2010 | | M | 2,837 | <u>(6)</u> | <u>(7)</u> | Common Stock | 2,837 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM RONALD 8 CAMBIRDGE CENTER CAMBRIDGE, MA 02142 | X | | | |

Signatures

/s/ Ronald L.
Graham

05/01/2010

__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) Each Deferred Stock Unit ("DSU") represents the right to receive 1 share of common stock upon vesting.
- (2) DSUs vested in full on August 26, 2006 but distribution was deferred until May 1, 2010.
- (3) DSUs vested in full on May 25, 2006 but distribution was deferred until May 1, 2010.
- (4) DSUs vested in full on May 24, 2007 but distribution was deferred until May 1, 2010.
- (5) DSUs vested in full on May 23, 2008 but distribution was deferred until May 1, 2010.
- (6) DSUs vested in full on May 15, 2009 but distribution was deferred until May 1, 2010.
- (7) 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.