

AKAMAI TECHNOLOGIES INC
Form 4
March 01, 2012

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 *
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)

President and CEO

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	02/29/2012		M		25,000	A	\$ 0.9
Common Stock, par value \$.01 per share	02/29/2012		M		32,398	A	\$ 0
Common Stock, par value \$.01	02/29/2012		S ⁽¹⁾		25,000	D	\$ 32.16 <u>(6)</u>

per share

Common Stock, par value \$.01 per share

03/01/2012 M 25,000 A \$ 0.9 265,220 D

Common Stock, par value \$.01 per share

03/01/2012 S⁽¹⁾ 25,000 D \$ 36.09 ⁽⁶⁾ 240,220 D

Common Stock, par value \$.01 per share

200,663 I See note ⁽²⁾

Common Stock, par value \$.01 per share

6 I See note ⁽³⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units ⁽⁴⁾	\$ 0	02/29/2012		M	53,632	⁽⁴⁾	⁽⁷⁾	Common Stock	53,623
Stock Option (right to buy)	\$ 0.9	02/29/2012		M	25,000	⁽⁵⁾	09/19/2012	Common Stock	25,000
Stock Option	\$ 0.9	03/01/2012		M	25,000	⁽⁵⁾	09/19/2012	Common Stock	25,000

(right to
buy)

Reporting Owners

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

Signatures

/s/ Paul Sagan 03/01/2012

__Signature of Date
Reporting Person

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. Sagan on February 16, 2012.
- (2) 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.
- (3) Held in trust on behalf of Mr. Sagan's children.
- (4) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock. The vesting of such RSUs was dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2009, 2010 and 2011.
- (5) Option vested in full on September 19, 2006.
- (6) Average sale price per share.
- (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.