

AKAMAI TECHNOLOGIES INC

Form 4

February 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

AKAMAI TECHNOLOGIES INC, 8  
CAMBRIDGE CENTER

02/08/2012

President and CEO

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01 per share	02/08/2012		M <sup>(1)</sup>	A	21,250	\$ 0.9	229,072 D
Common Stock, par value \$.01 per share	02/08/2012		S	D	18,050	\$ 34.25 (6)	211,022 D
Common Stock, par value \$.01	02/08/2012		S <sup>(1)</sup>	D	3,200	\$ 35.05 (6)	207,822 D

per share

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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(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 Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Stock Option (right to buy)	\$ 0.9	02/08/2012		M		21,250		(4)	09/18/2012	Common Stock	21,
Stock Option (right to buy)	\$ 38.43	02/10/2012		A		117,292		(5)	02/10/2019	Common Stock	117

## 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

02/10/2012

\*\*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. Sagan on December 3, 2010.
- (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) Stock option became fully vested on September 19, 2006.
- (5) Option vests as follows: 25% on February 10, 2013, and the remaining 75% vests in equal installments of 6.25% thereafter.
- (6) Average sale price per share.

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