

Sherman J Donald
 Form 4
 February 14, 2011

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 *
 Sherman J Donald

2. Issuer Name and Ticker or Trading Symbol
 AKAMAI TECHNOLOGIES INC
 [AKAM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 C/O AKAMAI TECHNOLOGIES, INC., 8 CAMBRIDGE CENTER
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2011

CAMBRIDGE, MA 02142

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

(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 or Price | | |
| Common Stock, par value \$.01 per share | 02/11/2011 | | M | | 8,403 A \$ 0 | 87,096 | D |
| Common Stock, par value \$.01 per share | 02/11/2011 | | M | | 8,929 A \$ 0 | 96,055 | D |
| Common Stock, par value \$.01 | 02/11/2011 | | M | | 7,910 A \$ 0 | 103,965 | D |

per share

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 | 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 or Number of Shares |
|--|--|--------------------------------------|--|---------------------|--|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option (right to buy) | \$ 41.43 | 02/11/2011 | | A | | 29,516 | | <u>(1)</u> | 02/11/2018 | Common Stock | 29,516 |
| Restricted Stock Units <u>(2)</u> | \$ 0 | 02/11/2011 | | M | | 13,409 | | <u>(2)</u> | <u>(4)</u> | Common Stock | 13,409 |
| Restricted Stock Units <u>(2)</u> | \$ 0 | 02/11/2011 | | M | | 13,408 | | <u>(2)</u> | <u>(4)</u> | Common Stock | 13,408 |
| Restricted Stock Units <u>(3)</u> | \$ 0 | 02/11/2011 | | M | | 12,368 | | <u>(3)</u> | <u>(4)</u> | Common Stock | 12,368 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sherman J Donald C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142 | | | Chief Financial Officer | |

Signatures

/s/ JD Sherman

02/11/2011

**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) Option vests over four years as follows: 25% on February 11, 2012, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.

Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vest in three 33% annual
- (2) installments on the second business day following the date on which the company releases its financial results for each of 2009, 2010 and 2011 if Akamai achieved certain corporate performance objectives during such years.

Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vest in three 33% annual
- (3) installments on the second business day following the date on which the company releases its financial results for each of 2010, 2011 and 2012 if Akamai achieved certain corporate performance objectives during such years.
- (4) 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.

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