

AKAMAI TECHNOLOGIES INC
 Form 4
 February 09, 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 *
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)
**AKAMAI TECHNOLOGIES INC, 8
 CAMBRIDGE CENTER**

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2010

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

(Street)
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 | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 09/07/2010 | | G ⁽⁵⁾ | V | 50,000 | D | \$ 0 |
| | | | | | 200,663 | I | |
| Common Stock, par value \$.01 per share | 02/07/2011 | | M | | 25,000 | A | \$ 0.9 |
| | | | | | 179,400 | D | |
| Common Stock, par value \$.01 | 02/07/2011 | | S ⁽¹⁾ | | 4,506 | D | \$ 48.02 |
| | | | | | 174,894 | D | |

See note (2)

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| | | | | | | | |
|---|------------|------------------------|-------|---|----------|---------|---|
| per share | | | | | | | |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 5,129 | D | \$ 48.1 | 169,755 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 200 | D | \$ 48.15 | 169,565 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 4,025 | D | \$ 48.22 | 165,540 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 400 | D | \$ 48.23 | 165,140 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 200 | D | \$ 48.24 | 164,940 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 7,900 | D | \$ 48.25 | 157,040 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 200 | D | \$ 48.26 | 156,840 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 400 | D | \$ 48.3 | 156,440 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 200 | D | \$ 48.31 | 156,240 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 1,340 | D | \$ 48.32 | 154,900 | D |
| Common Stock, par value \$.01 per share | 02/07/2011 | <u>S⁽¹⁾</u> | 300 | D | \$ 48.33 | 154,600 | D |

| | | | | | | | | | |
|--|------------|--|--------------|-----|---|-------------|---------|---|-----------------|
| Common Stock, par value \$.01 per share | 02/07/2011 | | <u>S</u> (1) | 200 | D | \$ 48.38 | 154,400 | D | |
| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock option (right to buy) | \$ 0.9 | 02/07/2011 | | M | 25,000 | (4) | 09/18/2012 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAGAN PAUL AKAMAI TECHNOLOGIES INC 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142 | X | | Chief Executive Officer | |

Signatures

/s/ Paul Sagan 02/07/2011

**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) 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) Gifted to the Goldman Sachs Philanthropy Fund.

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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