

Benson James M
Form 3
March 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Benson James M | | (Month/Day/Year) | AKAMAI TECHNOLOGIES INC [AKAM] | |
| (Last) | (First) | (Middle) | 03/01/2012 | |
| C/O AKAMAI TECHNOLOGIES, INC., Â 8 CAMBRIDGE CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CAMBRIDGE, Â MA Â 02142 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$.01 per share | 9,149 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|-----------------|---------------------------------------|---|
| Stock Option (right to buy) | Â <u>(1)</u> | 10/20/2016 | Common Stock | 25,000 | \$ 21.94 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(3)</u> | Â <u>(11)</u> | Common Stock | 5,383 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(4)</u> | Â <u>(11)</u> | Common Stock | 8,034 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(5)</u> | Â <u>(11)</u> | Common Stock | 7,046 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(6)</u> | Â <u>(11)</u> | Common Stock | 5,258 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(7)</u> | Â <u>(11)</u> | Common Stock | 17,073 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(8)</u> | Â <u>(11)</u> | Common Stock | 18,729 | \$ 0 | D | Â |
| Restricted Stock Units <u>(2)</u> | Â <u>(9)</u> | Â <u>(11)</u> | Common Stock | 18,728 | \$ 0 <u>(9)</u> | D | Â |
| Stock Option (right to buy) | Â <u>(10)</u> | 02/11/2019 | Common Stock | 20,945 | \$ 38.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson James M C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ James Benson 03/01/2012

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 October 20, 2010 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter.
 - (2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
 - (3) RSUs vest over three years as follows: 33% on February 23, 2011 with the remaining 67% vesting in equal installments of 8.33% each quarter thereafter.

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- (4) Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2010, 2011 and 2012, and the amount reported reflects the maximum number of shares issuable.
- (5) RSUs vest over three years as follows: 33% on February 16, 2012 with the remaining 67% vesting in equal installments of 8.33% each quarter thereafter.
- (6) Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2011, 2012, and 2013, and the amount reported reflects the maximum number of shares issuable.
- (7) RSUs vest over three years as follows: 33% on September 2, 2013 with the remaining 67% vesting in equal installments of 16.75% each quarter thereafter.
- (8) RSUs vest over three years as follows: 33% on each of February 6, 2013, 2014 and 2015.
Vesting of such RSUs is dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012. To the extent such target is met, the RSUs will vest in two equal 50% installments on each of February 6, 2014 and 2015. Amount reported is maximum issuable.
- (9) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (10) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (11) 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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