

AKAMAI TECHNOLOGIES INC

Form 4

February 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hughes Robert W

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)
02/09/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President Worldwide Ops

C/O 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)
X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	02/09/2015		M		4,476	A	\$ 0	77,164	D	
Common Stock, par value \$.01 per share	02/09/2015		M		3,731	A	\$ 0	80,895	D	
Common Stock, par value \$.01	02/09/2015		M		13,361	A	\$ 0	94,256	D	

per share

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

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SEC 1474
(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. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(1)</u>	\$ 0	02/09/2015		A		8,470		<u>(2)</u>	<u>(3)</u>	Common Stock	8,470
Restricted Stock Units <u>(1)</u>	\$ 0	02/09/2015		M		7,061		<u>(2)</u>	<u>(3)</u>	Common Stock	7,061
Restricted Stock Units <u>(1)</u>	\$ 0	02/09/2015		M		25,282		<u>(4)</u>	<u>(3)</u>	Common Stock	25,282

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hughes Robert W C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	President Worldwide Ops

Signatures

/s/ Robert W.
Hughes 02/11/2015

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) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock.

(2) Vests as follows: 1/3 on the first, second and third anniversaries of the grant date.

(3) Not applicable.

(4) Vesting of such RSUs is dependent on Akamai's achievement of specified financial targets for fiscal year 2013. To the extent such targets are met, the RSUs will vest in two equal installments on the second and third anniversaries of the grant date.

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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