

AKAMAI TECHNOLOGIES INC  
Form 4  
October 29, 2012

**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)

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

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

AKAMAI TECHNOLOGIES INC, 8  
CAMBRIDGE CENTER

10/25/2012

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

CAMBRIDGE, MA 02142

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 | 10/25/2012                           |  | M                              |   | 700   | A  | \$ 12.2                           |
| Common Stock, par value \$.01 per share | 10/25/2012                           |  | S <sup>(2)</sup>               |   | 700   | D  | \$ 40                             |
| Common Stock, par value \$.01 per share | 10/28/2012                           |  | M                              |   | 72,065  | A  | \$ 0                              |

per share

Common  
Stock, par  
value \$.01  
per share

200,663 I <sup>(3)</sup>

See note

Common  
Stock, par  
value \$.01  
per share

6 I <sup>(4)</sup>

See note

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Option (right to buy)                | \$ 12.2  | 10/25/2012                           |  | M                              | 700   | <sup>(5)</sup> 01/04/2015                                | Common Stock 700  |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0   | 10/28/2012                           |  | M                              | 123,718   | <sup>(1)</sup> <sup>(6)</sup>                            | Common Stock 123,718  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SAGAN PAUL<br>AKAMAI TECHNOLOGIES INC<br>8 CAMBRIDGE CENTER<br>CAMBRIDGE, MA 02142 | X             |           | President and CEO |       |

## Signatures

/s/ Paul Sagan

10/29/2012

\*\*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) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting. RSUs vest as follows: 50% on the first anniversary of the grant date and 50% on the second anniversary of the grant date.
  - (2) Sales was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Sagan on September 11, 2012.
  - (3) Held by the Paul Sagan Revocable Trust. Mr. Sagan disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
  - (4) Held in trust on behalf of Mr. Sagan's children.
  - (5) Option vested in full on January 5, 2009.
  - (6) 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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