

AKAMAI TECHNOLOGIES INC

Form 4

February 13, 2006

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONRADES GEORGE H

(Last) (First) (Middle)

C/O AKAMAI TECHNOLOGIES,
INC., 8 CAMBRIDGE CENTER

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$.01 per share	02/09/2006		S ⁽¹⁾	38,462	D 25.92 4,483,241	D	
					(A) or (D) Price		
					\$ (2)		
Common Stock, par value \$.01 per share	02/10/2006		S ⁽¹⁾	38,462	D 25.97 4,444,779	D	
					(A) or (D) Price		
					\$ (2)		
Common Stock, par value \$.01	02/10/2006		G ⁽³⁾	V 40,000	D \$ 0 4,404,779	D	

per share

Common
Stock, par
value \$.01
per share

02/10/2006

G⁽³⁾ V 9,623 D \$ 0 4,395,156 DCommon
Stock, par
value \$.01
per share

02/10/2006

G⁽³⁾ V 1,925 D \$ 0 4,393,231 DCommon
Stock, par
value \$.01
per share

02/10/2006

J⁽⁴⁾ V 1,000,000 D \$ 0 3,393,231 DCommon
Stock, par
value \$.01
per share

02/10/2006

J⁽⁴⁾ V 1,000,000 A \$ 0 1,000,000 ISee
footnote
(5)Common
Stock, par
value \$.01
per share

02/10/2006

G⁽⁶⁾ V 500,000 D \$ 0 500,000 ISee
footnote
(5)Common
Stock, par
value \$.01
per share

02/10/2006

S⁽⁷⁾ 250,000 D \$
(2) 25.72 250,000 ISee
footnote
(5)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRADES GEORGE H C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	X		Executive Chairman	

Signatures

/s/ George H. 02/13/2006
 Conrades

__Signature of Reporting Date
 Person

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) Shares were sold pursuant to a Rule 10b5-1 Plan adopted by Mr. Conrades on August 23, 2005.
- (2) Reflects average sale price per share.
- (3) Gift to a 501(c)(3) charitable institution.
- (4) Transaction reflects a change in the form of beneficial ownership from direct to indirect as a result of the gift of 1,000,000 shares of common stock by Mr. Conrades to the Pelmea Limited Partnership.
- (5) Held by the Pelmea Limited Partnership. Mr. Conrades disclaims beneficial ownership of shares held by the Pelmea Limited Partnership except to the extent of his pecuniary interest therein.
- (6) Shares were gifted by the Pelmea Limited Partnership to the Hightops CRUT.
- (7) Shares were sold by the Pelmea Limited Partnership.

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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