

Wheaton William
Form 4
February 11, 2019

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 *
Wheaton William

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)
02/08/2019

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

C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY

(Street)

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/08/2019		M	3,324	A	\$ 0	26,387	D
Common Stock	02/09/2019		M	3,311	A	\$ 0	29,698	D
Common Stock	02/11/2019		M	4,150	A	\$ 0	33,848	D

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

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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 (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
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2019		M	4,907	⁽²⁾ 02/10/2020	Common Stock	4,907
Restricted Stock Units ⁽¹⁾	\$ 0	02/09/2019		M	4,803	⁽³⁾ 02/11/2020	Common Stock	4,803
Restricted Stock Units	\$ 0	02/11/2019		M	6,241	⁽⁴⁾ 02/12/2020	Common Stock	6,241

Reporting Owners

Reporting Owner Name / Address

Relationships

Wheaton William
C/O AKAMAI TECHNOLOGIES, INC.
150 BROADWAY
CAMBRIDGE, MA 02142

Director 10% Owner Officer Other

Chief Strategy Officer

Signatures

/s/ James H Hammons, Jr., by power of attorney 02/11/2019

 **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.

(2) Vests as follows: 1/3 on each of February 8, 2019, 2020 and 2021.

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- (3) RSUs vest over three years as follows: 33% on each of February 9, 2018, 2019 and 2020.
- (4) RSUs vest in three equal installments on February 11, 2017, 2018 and 2019.

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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