

AKAMAI TECHNOLOGIES INC

Form 4

February 17, 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

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP - Gbl Sales, Svcs & Mktg

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	02/15/2006		M	3,750 A	\$ 0.89 18,603	D	
Common Stock, par value \$.01 per share	02/15/2006		M	15,000 A	\$ 1.65 33,603	D	
Common Stock, par value \$.01	02/15/2006		S ⁽¹⁾	1,000 D	\$ 25.086 32,603	D	

per share

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$ 25

31,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.997

30,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.994

29,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$ 24.99

28,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.943

27,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

2,000

D

\$
24.941

25,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

5,000

D

\$ 24.94

20,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.939

19,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.937

18,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.936

17,603

D

Common
Stock, par
value \$.01
per share

02/15/2006

S⁽¹⁾

1,000

D

\$
24.931

16,603

D

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Common Stock, par value \$.01 per share	02/15/2006	<u>S(1)</u>	1,000	D	\$ 24.925	15,603	D
Common Stock, par value \$.01 per share	02/15/2006	<u>S(1)</u>	750	D	\$ 24.911	14,853	D
Common Stock, par value \$.01 per share	02/16/2006	M	10,000	A	\$ 1.65	24,853	D
Common Stock, par value \$.01 per share	02/16/2006	M	5,000	A	\$ 4.92	29,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	1,000	D	\$ 26.45	28,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	1,000	D	\$ 26.437	27,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	1,000	D	\$ 26.411	26,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	2,000	D	\$ 26.41	24,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	1,000	D	\$ 26.406	23,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	2,000	D	\$ 26.39	21,853	D
Common Stock, par value \$.01 per share	02/16/2006	<u>S(1)</u>	1,000	D	\$ 26.388	20,853	D
	02/16/2006	<u>S(1)</u>	1,000	D		19,853	D

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Common
Stock, par
value \$.01
per share

\$
26.355

Common
Stock, par
value \$.01
per share

02/16/2006

S⁽¹⁾

1,000

D

\$
26.351

18,853

D

Common
Stock, par
value \$.01
per share

02/16/2006

S⁽¹⁾

4,000

D

\$ 26.35

14,853

D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock option (right to buy)	\$ 0.89	02/15/2006		M			3,750	<u>(2)</u>	08/12/2012	Common Stock	3,750
Stock option (right to buy)	\$ 1.65	02/15/2006		M			15,000	<u>(3)</u>	12/18/2012	Common Stock	15,000
Stock Option (right to buy)	\$ 1.65	02/16/2006		M			10,000	<u>(3)</u>	12/18/2012	Common Stock	10,000
Stock Option (right to buy)	\$ 4.92	02/16/2006		M			5,000	<u>(4)</u>	07/20/2013	Common Stock	5,000
	\$ 0	02/15/2006		A		12,500		<u>(5)</u>	<u>(6)</u>		12,500

Restricted Stock Unit								Common Stock	
Restricted Stock Unit	\$ 0	02/15/2006	A	37,500	(7)	(6)		Common Stock	3
Stock Option (right to buy)	\$ 25.77	02/15/2006	A	100,000	(8)	02/14/2016		Common Stock	10

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			EVP - Gbl Sales, Svcs & Mktg	

Signatures

/s/ Robert W.
Hughes

02/16/2006

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) Sales was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Hughes on February 10, 2006.
- (2) Options vest in equal installments quarterly from August 13, 2004 through August 13, 2006.
- (3) Options vested in full on December 12, 2005.
- (4) Option vests as follows: 25% on January 21, 2005, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.
- (5) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vest in 33% installments on the first business day of each of 2007, 2008 and 2009.
- (6) Not applicable.
- (7) Each RSU represents the right to receive one share of Akamai common stock. Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2006, 2007 and 2008.
- (8) Option vests as follows: 25% on February 15, 2007, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.

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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