

AKAMAI TECHNOLOGIES INC
Form 4
January 23, 2013

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

12/18/2012

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|-----|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | | | |
| Common Stock, par value \$.01 per share | 12/18/2012 | | G ⁽¹⁾ | V | 20,000 | D | \$ 0 180,663 | I ⁽²⁾ | See note |
| Common Stock, par value \$.01 per share | 12/24/2012 | | G ⁽¹⁾ | V | 50,000 | D | \$ 0 130,663 | I ⁽²⁾ | See note |
| Common Stock, par value \$.01 | 01/19/2013 | | M | | 5,229 | A | \$ 0 302,316 | D | |

per share

Common
Stock, par
value \$.01
per share

01/19/2013

M

21,086 A

\$ 0 323,402

D

Common
Stock, par
value \$.01
per share

6

I ⁽³⁾

See note

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 01/19/2013 | | M | 7,765 | <u>(5)</u> | <u>(7)</u> | Common Stock | 7,765 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 01/19/2013 | | M | 35,688 | <u>(6)</u> | <u>(7)</u> | Common Stock | 35,688 |

Reporting Owners

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

Signatures

/s/ Paul Sagan

01/22/2013

**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) Shares were gifted to the Goldman Sachs Philanthropy Fund.
- (2) Held by the Paul Sagan Revocable Trust. Mr. Sagan disclaims beneficial ownership of shares held by the Paul Sagan Revocable Trust except to the extent of his pecuniary interest therein.
- (3) Held in trust on behalf of Mr. Sagan's children.
- (4) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (5) RSUs vest over three years in three equal 1/3 installments on each of January 19, 2012, 2013 and 2014.
- (6) RSUs vest over three years in three equal 1/3 installments on each of January 19, 2011, 2012 and 2013.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.