

Greenthal Jill A
Form 4
May 20, 2010

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 *
Greenthal Jill A

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2010

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

CAMBRIDGE, MA 02142

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	05/19/2010		M		4,638	A	\$ 0 9,028
Common Stock, par value \$.01 per share	05/20/2010		M		628	A	\$ 0 9,656

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 of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units ⁽¹⁾	\$ 0	05/19/2010		A	5,006	⁽¹⁾ ⁽⁴⁾	Common Stock	5,006
Deferred Stock Units ⁽²⁾	\$ 0	05/19/2010		M	4,638	⁽²⁾ ⁽⁴⁾	Common Stock	4,638
Deferred Stock Units ⁽³⁾	\$ 0	05/20/2010		M	628	⁽³⁾ ⁽⁴⁾	Common Stock	628

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Greenthal Jill A C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	X

Signatures

/s/ Jill Greenthal 05/20/2010

**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 Deferred Stock Unit ("DSU") represents the right to receive one share of common stock upon vesting. DSUs vest 50% on May 19, 2011; and the remaining 50% vest in four equal installments of 12.50% each quarter thereafter.

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- (2) Each DSU represents the right to receive one share of common stock upon vesting. DSUs vest 50% on May 19, 2010; and the remaining 50% vest in four equal installments of 12.50% each quarter thereafter.
- (3) Each DSU represents the right to receive one share of common stock upon vesting. DSUs vest 50% on May 20, 2009; and the remaining 50% vest in four equal installments of 12.50% each quarter thereafter.
- (4) 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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