

Hughes Robert W
Form 4
February 12, 2013

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)
02/08/2013

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President Worldwide Operations

(Street)
CAMBRIDGE, MA 02142

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

(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	02/08/2013		M		7,879	A	\$ 0 68,308
						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)

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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 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 35.42	02/08/2013		A		44,112	(1) 02/08/2020	Common Stock 44,112
Restricted Stock Units (2)	\$ 0	02/08/2013		A		25,409	(1) (5)	Common Stock 25,409
Restricted Stock Units (2)	\$ 0	02/08/2013		A		42,348	(3) (5)	Common Stock 42,348
Restricted Stock Units (2)	\$ 0	02/08/2013		M		12,369	(4) (5)	Common Stock 12,369

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	President Worldwide Operations

Signatures

/s/ Robert W. Hughes 02/11/2013

__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) Vests as follows: 1/3 on each of February 8, 2014, 2015 and 2016.
- (2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

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- (3) Vesting of such RSUs is dependent on Akamai's achievement of specified financial targets for fiscal year 2013. To the extent such targets are met, the RSUs will vest in two equal installments on February 8, 2015 and 2016.
- (4) RSUs vest in three 1/3 annual installments on the second business day following the date on which Akamai releases its financial results for each of 2010, 2011, and 2012 if Akamai achieves certain corporate performance objectives during such years.
- (5) 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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