AKAMAI TECHNOLOGIES INC

Form 4 May 25, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

2005 Estimated average burden hours per

Expires:

response...

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CONRADES GEORGE H**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AKAMAI TECHNOLOGIES INC [AKAM]

(Check all applicable)

Executive Chairman

(Middle)

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

X Director X_ Officer (give title

10% Owner

C/O AKAMAI TECHNOLOGIES,

(Street)

(First)

05/23/2006

below)

Other (specify

INC., 8 CAMBRIDGE CENTER

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Dis (Instr. 3,	sposed	of (D)	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)
Common Stock, par value \$.01 per share	05/24/2006		Code V M(6)	Amount 6,244	(D)	Price	1,937,931	D	
Common Stock, par value \$.01 per share	05/24/2006		S <u>(1)</u>	38,462	D	\$ 30.04 (2)	1,899,469	D	
Common Stock, par value \$.01	05/25/2006		S(1)	38,462	D	\$ 31.2 (2)	1,861,007	D	

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per share

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units (3)	\$ 0	05/23/2006		A	4,494		<u>(5)</u>	<u>(7)</u>	Common Stock	4,494
Deferred Stock Units (3)	\$ 0	05/24/2006		M		6,244	<u>(4)</u>	<u>(7)</u>	Common Stock	6,244

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

CONRADES GEORGE H C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142

X Executive Chairman

Signatures

/s/ George H.
Conrades

**Signature of Reporting

Date

Person

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).

Reporting Owners 2

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- (1) Shares were sold pursuant to a Rule 10b5-1 Plan adopted by Mr. Conrades on August 23, 2005.
- (2) Reflects average sale price per share.
- (3) Each Deferred Stock Unit ("DSU") represents the right to receive 1 share of Common Stock upon vesting.
- (4) DSUs vest 50% on May 24, 2006; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (5) DSUs vest 50% on May 23, 2007; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (6) Represents shares of Common Stock distributed in respect of DSUs originally granted on July 12, 2005.
- (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.