

AKAMAI TECHNOLOGIES INC

Form 4

February 10, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Benson James M

(Last) (First) (Middle)

C/O AKAMAI TECHNOLOGIES,
INC., 150 BROADWAY

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AKAMAI TECHNOLOGIES INC
[AKAM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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. 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)
Common Stock, par value \$.01 per share	02/08/2016		M	3,051 A \$ 0	40,426	D	
Common Stock, par value \$.01 per share	02/08/2016		M	3,114 A \$ 0	43,540	D	
Common Stock, par value \$.01	02/08/2016		M	9,107 A \$ 0	52,647	D	

per share

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.

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
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2016		M	4,518	⁽²⁾ ⁽³⁾	Common Stock	4,518
Restricted Stock Units ⁽⁴⁾	\$ 0	02/08/2016		M	4,708	⁽⁴⁾ ⁽³⁾	Common Stock	4,708
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2016		M	13,483	⁽⁵⁾ ⁽³⁾	Common Stock	13,483

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Benson James M C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142	Chief Financial Officer

Signatures

/s/ Conor W. Daly, by power of attorney

02/10/2016

**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 restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (2) Vests in equal 1/3 installments on the first, second and third years of the date of grant.
- (3) Not applicable.
- (4) Each RSU represents the right to receive one share of common stock upon vesting. RSUs vest as follows: 1/3 on each of the first, second and third anniversaries of the grant date.

Each RSU represents the right to receive one share of common stock upon vesting. Vesting of such RSUs is dependent on Akamai's
- (5) 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 the second and third anniversaries of the grant date.

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.