

AKAMAI TECHNOLOGIES INC  
Form 4  
March 12, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

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

03/08/2013

(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) |                  |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                  |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |                  |
| Common Stock, par value \$.01 per share | 03/08/2013                           |  | M                              | 9,134   | A   | \$ 0   | 345,585                           | D                |
| Common Stock, par value \$.01 per share |                                      |  |                                |   |   |  | 130,663                           | I <sup>(1)</sup> |
| Common Stock, par value \$.01 per share |                                      |  |                                |   |   |  | 6                                 | I <sup>(2)</sup> |
|   |                                      |  |                                |   |   |  |                                   | See note         |
|   |                                      |  |                                |   |   |  |                                   | See note         |

per share

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   | 03/08/2013                           |  | M                              | 17,316  | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 17,316                        |

## Reporting Owners

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

## Signatures

/s/ Paul Sagan                      03/08/2013  
 \*\*Signature of                      Date  
 Reporting 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).
- (1) 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.
- (2) Held in trust on behalf of Mr. Sagan's children.
- (3) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

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- (4) Performance RSUs vested based on Akamai's achievement against specified cumulative revenue and EPS performance goals for 2010, 2011 and 2012.
- (5) Not applicable.

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