

AKAMAI TECHNOLOGIES INC
Form 4
January 22, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2014

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

President Worldwide Ops

C/O AKAMAI TECHNOLOGIES, INC., 8 CAMBRIDGE CENTER

(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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$.01 per share | 01/21/2014 | | M | | 10,075 | A | \$ 0 84,779 | D |
| Common Stock, par value \$.01 per share | 01/21/2014 | | M | | 7,069 | A | \$ 0 91,848 | D |
| Common Stock, par value \$.01 per share | 01/21/2014 | | M | | 2,159 | A | \$ 0 94,007 | D |

per share

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 01/21/2014 | | M | 15,055 | ⁽²⁾ / ⁽³⁾ | Common Stock | 15,055 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 01/21/2014 | | M | 12,746 | ⁽⁵⁾ / ⁽³⁾ | Common Stock | 12,746 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 01/21/2014 | | A | 3,204 | ⁽⁶⁾ / ⁽³⁾ | Common Stock | 3,204 |

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 Ops

Signatures

/s/ Robert W. Hughes 01/22/2014

**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 common stock upon vesting.

Vesting of such RSUs is dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012 and

(2) certain designated mission critical goals. To the extent such targets are met, the RSUs will vest in two equal 50% installments on the second and third anniversaries of the grant date.

(3) Not applicable.

(4) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock.

(5) RSUs vest over three years in equal 1/3 installments on each of January 19, 2012, 2013 and 2014.

(6) RSUs vest over three years in three equal 1/3 installments on each of January 19, 2012, 2013 and 2014.

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.