

Sherman J Donald  
Form 4  
March 03, 2009

**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 \*  
Sherman J Donald

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2009

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

(Street)

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

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	03/02/2009		M	A	\$ 0	57,341	D
Common Stock, par value \$.01 per share	03/03/2009		M	A	\$ 0	58,743	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)

**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>(1)</sup>	\$ 0	03/02/2009		M	37,500	<u>(2)</u> <u>(4)</u>	Common Stock	37,500
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/03/2009		M	2,063	<u>(3)</u> <u>(4)</u>	Common Stock	2,063

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sherman J Donald  
C/O AKAMAI TECHNOLOGIES, INC.  
8 CAMBRIDGE CENTER  
CAMBRIDGE, MA 02142

Chief Financial Officer

## Signatures

/s/ JD Sherman 03/03/2009

  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.
- (2) Such RSUs vested as a result of Akamai's achievement of specified cumulative revenue and earnings per share targets for fiscal years 2006, 2007 and 2008.
- (3) RSUs vested as to 34% of the original number of RSUs on March 3, 2007. The remaining 66% vested in equal installments of 8.25% at the end of each successive full three-month period following the first anniversary of the grant date until the third anniversary of the grant

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date.

(4) 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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