#### AKAMAI TECHNOLOGIES INC

Form 4

January 18, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Welsh Cathy E

(First) (Middle)

C/O AKAMAI TECHNOLOGIES.

INC., 8 CAMBRIDGE CENTER

(Street)

2. Issuer Name and Ticker or Trading

Symbol

AKAMAI TECHNOLOGIES INC [AKAM]

3. Date of Earliest Transaction

(Month/Day/Year) 01/16/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Human Resources Officer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

(City) (State)

CAMBRIDGE, MA 02142

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities 3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

or

5. Amount of Securities Beneficially Owned Following Reported (A) Transaction(s)

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

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(Instr. 3 and 4)

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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	01/16/2007		A	4,050	<u>(1)</u>	<u>(5)</u>	Common Stock	4,050
Restricted Stock Unit	\$ 0	01/16/2007		A	12,150	(2)	<u>(5)</u>	Common Stock	12,150
Stock Option (right to buy)	(3)	01/16/2007		A	9,000	<u>(4)</u>	01/16/2017	Common Stock	9,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Welsh Cathy E C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142

Chief Human Resources Officer

## **Signatures**

/s/ Cathy E. 01/18/2007 Welsh

\*\*Signature of
Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock. RSUs vest in three 33% annual (1) installments on the second business day following the date on which Akamai releases its financial results for the preceding fiscal year if Akamai achieves certain corporate performance metrics during the preceding fiscal year.
  - Each RSU represents the right to receive one share of Akamai common stock. Vesting of such RSUs is dependent on Akamai's
- (2) achievement of cumulative revenue and earnings per share targets for fiscal years 2007, 2008 and 2009, and the amount reported equals the maximum number of shares issuable.
- (3) Such stock options will have an effective date of February 9, 2007. The exercise price will be equal to the closing sale price of Akamai's common stock on the Nasdaq Global Select Market on that date.
- (4) Option vests as follows: 25% on February 9, 2008, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.

Reporting Owners 2

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#### (5) 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.