

SAGAN PAUL  
Form 4  
January 04, 2007

**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 \*  
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)  
01/02/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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) |         |   |                             |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-----------------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |         |   |                             |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |         |   |                             |
| Common Stock, par value \$.01 per share | 12/19/2006                           |  | G <sup>(1)</sup>               | V   | 20,663  | D  | \$ 0                              | 539,295 | I | See footnote <sup>(2)</sup> |
| Common Stock, par value \$.01 per share | 12/29/2006                           |  | G <sup>(1)</sup>               | V   | 4,337   | D  | \$ 0                              | 534,958 | I | See footnote <sup>(2)</sup> |
| Common Stock, par value \$.01           | 01/02/2007                           |  | M <sup>(3)</sup>               |   | 7,539   | A  | \$ 0                              | 13,409  | D |                             |

per share  
Common  
Stock, par  
value \$.01  
per share

6

I

See  
footnote <sup>(4)</sup>

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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 01/02/2007                           |  | M                              | 11,333  | <sup>(5)</sup>   | <sup>(6)</sup>  | Common Stock                  | 11,333                     |

## Reporting Owners

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

## Signatures

/s/ Paul Sagan                      01/02/2007  
 \*\*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).

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- (1) Shares were gifted to the Fidelity Charitable Gift Fund.
- (2) 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.
- (3) Represents shares of common stock distributed in respect of Restricted Stock Units ("RSUs") originally granted on February 15, 2006.
- (4) Held in trust on behalf of Mr. Sagan's minor children.
- (5) Each RSU represents the right to receive one share of Akamai common stock. RSUs vest in 33% installments on the first business day of each of January 2006, 2007 and 2008.
- (6) 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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