

AKAMAI TECHNOLOGIES INC

Form 4

February 16, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARATUNIAN MELANIE

(Last) (First) (Middle)

C/O AKAMAI TECHNOLOGIES
INC, 150 BROADWAY

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AKAMAI TECHNOLOGIES INC
[AKAM]

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

02/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and General Counsel

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.01 per share	02/11/2016		M		35,000	A	\$ 25.77	153,364	D
Common Stock, par value \$.01 per share	02/11/2016		S		24,044	D	\$ 47.99 ⁽¹⁾	129,320	D
Common Stock, par value \$.01	02/12/2016		M		1,514	A	\$ 0	130,834	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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock option (right to buy)	\$ 25.77	02/11/2016		M	35,000	(2) 02/15/2016	Common Stock	35,000
Restricted Stock Units (3)	\$ 0	02/11/2016		A	29,304	(4) 02/12/2019	Common Stock	29,304
Restricted Stock Units (3)	\$ 0	02/11/2016		A	14,652	(5) 02/12/2019	Common Stock	14,652
Restricted Stock Units (3)	\$ 0	02/11/2016		A	14,652	(6) (7)	Common Stock	14,652
Restricted Stock Units (3)	\$ 0	02/12/2016		M	2,860	(8) (7)	Common Stock	2,860

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARATUNIAN MELANIE C/O AKAMAI TECHNOLOGIES INC 150 BROADWAY CAMBRIDGE, MA 02142	EVP and General Counsel

Signatures

/s/ Melanie

Haratunian

02/16/2016

 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) Average sale price per share.

(2) Options vested in full on February 15, 2010.

(3) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

Vesting of such RSUs is dependent on Akamai's achievement of specified annual revenue and earnings per share targets for each of fiscal

(4) years 2016, 2017 and 2018. To the extent such targets are met, the RSUs will vest in full on the date the company's financial results for 2018 are certified. Amount reported is maximum issuable.

Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the

(5) S&P 500 Information Technology Index for 2016, 2017 and 2018. To the extent the company's total shareholder return exceeds specified target percentile rankings within such index, the RSUs will vest in full on the date the company's financial results for 2018 are certified. Amount reported is maximum issuable.

(6) RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.

(7) Not applicable.

(8) RSUs vest over three years as follows: 33% on each of February 12, 2016, 2017 and 2018.

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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