

AKAMAI TECHNOLOGIES INC
 Form 4
 August 04, 2006

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)
 08/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Sales, Services and Mktg

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	08/02/2006		M		1,250	A	\$ 0.89 1,250
Common Stock, par value \$.01 per share	08/02/2006		S ⁽¹⁾		100	D	\$ 39.22 1,150
Common Stock, par value \$.01	08/02/2006		S ⁽¹⁾		100	D	\$ 39 1,050

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per share							
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	100	D	\$ 38.99	950	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	100	D	\$ 38.98	850	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	500	D	\$ 38.97	350	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	100	D	\$ 38.94	250	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	150	D	\$ 38.88	100	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	100	D	\$ 38.71	0	D
Common Stock, par value \$.01 per share	08/02/2006	M	7,500	A	\$ 4.92	7,500	D
Common Stock, par value \$.01 per share	08/02/2006	<u>S⁽¹⁾</u>	7,500	D	\$ 38.75 <u>(5)</u>	0	D
Common Stock, par value \$.01 per share	08/03/2006	M	15,000	A	\$ 11.2	15,000	D
Common Stock, par value \$.01 per share	08/03/2006	<u>S⁽¹⁾</u>	15,000	D	\$ 38.76 <u>(5)</u>	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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
Stock Option (right to buy)	\$ 0.89	08/02/2006		M	1,250	<u>(2)</u> 08/12/2012	Common Stock	1,250
Stock Option (right to buy)	\$ 4.92	08/02/2006		M	7,500	<u>(3)</u> 07/20/2013	Common Stock	7,500
Stock Option (right to buy)	\$ 11.2	08/03/2006		M	15,000	<u>(4)</u> 12/18/2013	Common Stock	15,000

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			EVP - Sales, Services and Mktg	

Signatures

/s/ Robert W.
Hughes

08/03/2006

**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) Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Hughes on February 10, 2006.
- (2) Original option vests in equal quarterly installments from August 13, 2004 through August 13, 2006.
- (3) Original option vests as follows: 25% on January 21, 2005, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.
- (4) Option vests as follows: 25% on December 19, 2004, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.
- (5) Reflects the average sale price per share.

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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