

AKAMAI TECHNOLOGIES INC  
Form 4  
February 10, 2016

**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 \*  
Benson James M

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)  
02/08/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY

(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) |        |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |
| Common Stock, par value \$.01 per share | 02/08/2016                           |  | M                              |   | 3,051   | A  | \$ 0                              | 40,426 | D |
| Common Stock, par value \$.01 per share | 02/08/2016                           |  | M                              |   | 3,114   | A  | \$ 0                              | 43,540 | D |
| Common Stock, par value \$.01           | 02/08/2016                           |  | M                              |   | 9,107   | A  | \$ 0                              | 52,647 | 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(1)</sup>      | \$ 0   | 02/08/2016                           |  | M                              | 4,518   | <sup>(2)</sup> <sup>(3)</sup>                            | Common Stock  | 4,518                         |
| Restricted Stock Units <sup>(4)</sup>      | \$ 0   | 02/08/2016                           |  | M                              | 4,708   | <sup>(4)</sup> <sup>(3)</sup>                            | Common Stock  | 4,708                         |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0   | 02/08/2016                           |  | M                              | 13,483  | <sup>(5)</sup> <sup>(3)</sup>                            | Common Stock  | 13,483                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Benson James M  
C/O AKAMAI TECHNOLOGIES, INC.  
150 BROADWAY  
CAMBRIDGE, MA 02142

Chief Financial Officer

## Signatures

/s/ Conor W. Daly, by power of attorney

02/10/2016

\*\*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) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (2) Vests in equal 1/3 installments on the first, second and third years of the date of grant.
- (3) Not applicable.
- (4) Each RSU represents the right to receive one share of common stock upon vesting. RSUs vest as follows: 1/3 on each of the first, second and third anniversaries of the grant date.

Each RSU represents the right to receive one share of common stock upon vesting. Vesting of such RSUs is dependent on Akamai's achievement of specified financial targets for fiscal year 2013. To the extent such targets are met, the RSUs will vest in two equal installments on the second and third anniversaries of the grant date.

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.