AKAMAI TECHNOLOGIES INC

Form 4

February 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CONRADES GEORGE H**

2. Issuer Name and Ticker or Trading

Symbol

Issuer

AKAMAI TECHNOLOGIES INC [AKAM]

_X__ Director

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

C/O AKAMAI TECHNOLOGIES.

INC., 8 CAMBRIDGE CENTER

02/23/2008

(Month/Day/Year)

Executive Chairman

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

CAMBRIDGE, MA 02142

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Common

per share

Stock, par value \$.01

02/23/2008

M

Code V Amount

562

(A)

or

(D)

\$0 Α 572,415

Price

D

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

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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)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	ate	Underlying Securities I (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (1)	\$ 0	02/23/2008	M	562	(2)	(3)	Common Stock	562	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
and the state of t	Director	10% Owner	Officer	Other		
CONRADES GEORGE H C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	X		Executive Chairman			

Signatures

/s/ George H.
Conrades

**Signature of Reporting

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 Deferred Stock Unit ("DSU") represents the right to receive one share of Akamai common stock.
- $\textbf{(2)} \quad DSUs \ vest \ 50\% \ on \ May \ 23, \ 2007; \ and \ the \ remaining \ 50\% \ vest \ in \ equal \ installments \ of \ 12.5\% \ each \ quarter \ thereafter.$
- (3) 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.

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