

Hughes Robert W
Form 4
February 06, 2009

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)
05/28/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Global Sales, Svcs & 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.01 per share	05/28/2004		P		1,036	A	\$ 1.81 10,279	D
Common Stock, par value \$.01 per share	11/30/2004		P		1,036	A	\$ 1.81 11,315	D
Common Stock, par value \$.01	11/30/2005		P		156	A	\$ 10.16 11,471	D

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per share

Common Stock, par value \$.01 per share	05/31/2006	P	105	A	\$ 15.21	11,576	D
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Common Stock, par value \$.01 per share	11/30/2006	P	69	A	\$ 23.2	11,645	D
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Common Stock, par value \$.01 per share	05/31/2007	P	70	A	\$ 31.94	11,715	D
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Common Stock, par value \$.01 per share	11/30/2007	P	99	A	\$ 27.5	11,814	D
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Common Stock, par value \$.01 per share	05/30/2008	P	59	A	\$ 31.59	11,873 ⁽¹⁾	D
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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 displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Global Sales, Svcs & Mktg	

Signatures

/s/ Robert W.
Hughes

02/06/2009

**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 of the purchases of shares by Mr. Hughes reported on this Form 4 was intended to be made under Akamai Technologies, Inc.'s Amended and Restated Employee Stock Purchase Plan (the "ESPP"), which is designed to qualify under Section 423 of the Internal Revenue Code. Shares acquired pursuant to qualified employee stock purchas plans are exempted from the reporting requirements by virtue of Section 16a-3(f)(1)(i)(B) and, as such, were reported as being owned by Mr. Hughes in colum 5 of Table 1 of a Form 4 filed after the acquisition of such shares and not separately reported as acquisitions from the issuer. Mr. Hughes has been informed by Akamai that, due to certain administrative errors (not committed by Mr. Hughes), these shares may not have been issued in accordance with the terms of the ESPP; accordingly, this Form 4 is being filed to report the acquisition of the shares in a transaction with the issuer.

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.