

MCCONNELL RICK M
 Form 3
 May 18, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

^ MCCONNELL RICK M

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/16/2012

3. Issuer Name and Ticker or Trading Symbol

AKAMAI TECHNOLOGIES INC [AKAM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

EVP - Products and Development

6. Individual or Joint/Group

Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

C/O AKAMAI TECHNOLOGIES, INC., ^ 8 CAMBRIDGE CENTER

(Street)

CAMBRIDGE, ^ MA ^ 02142

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock option (right to buy)	Â (1)	11/01/2018	Common Stock	94,464	\$ 26.64	D	Â
Restricted Stock Units (2)	Â (1)	Â (6)	Common Stock	75,075	\$ 0	D	Â
Restricted Stock Units (2)	Â (3)	Â (6)	Common Stock	7,647	\$ 0	D	Â
Restricted Stock Units (2)	Â (4)	Â (6)	Common Stock	7,646	\$ 0	D	Â
Stock option (right to buy)	Â (5)	02/11/2019	Common Stock	8,378	\$ 38.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCONNELL RICK M C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	Â	Â	Â EVP - Products and Development	Â

Signatures

/s/ Rick M. 03/18/2012
McConnell

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Vests over four years as follows: 25% on November 1, 2012 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter.
- (2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (3) RSUs vest over three years as follows: 33% on each of January 19, 2013, 2014 and 2015.
- (4) Vesting of such RSUs is dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012. To the extent such target is met, the RSUs will vest in two equal 50% installments on each of January 19, 2014 and 2015.
- (5) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (6) 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.