

AKAMAI TECHNOLOGIES INC  
 Form 4  
 May 30, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LEIGHTON F THOMSON**

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)  
**05/29/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Scientist**

**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 | 05/29/2012                           |  | J <sup>(1)</sup>               |   | 30,152  | A  | \$ 0                              | 2,864,924 | I <sup>(2)</sup> | See note |
| Common Stock, par value \$.01 per share | 05/29/2012                           |  | J <sup>(1)</sup>               |   | 30,152  | D  | \$ 0                              | 418,469   | I <sup>(3)</sup> | See note |
| Common Stock, par value \$.01           |                                      |  |                                |   |   |  |                                   | 293,243   | I <sup>(4)</sup> | See note |

per share

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) | 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| LEIGHTON F THOMSON<br>C/O AKAMAI TECHNOLOGIES, INC.<br>8 CAMBRIDGE CENTER<br>CAMBRIDGE, MA 02142 | X             |           | Chief Scientist |       |

## Signatures

/s/ F. Thomson  
Leighton  
05/29/2012

\*\*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) Shares were distributed by the F. Thomson Leighton 2009 Qualified Annuity Trust dtd 2/23/09 to the F. Thomson Leighton and Bonnie Leighton Revocable Trust for no consideration.
  - (2) Held by the F. Thomson Leighton and Bonnie Leighton Revocable Trust. Mr. Leighton disclaims beneficial ownership of shares by the Trust except to the extent of his pecuniary interest therein.

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- (3) Held by the F. Thomson Leighton 2009 Qualified Annuity Trust dtd 2/23/2009. Mr. Leighton disclaims beneficial ownership of shares by the Trust except to the extent of his pecuniary interest therein.
- (4) Held by the F. Thomson Leighton 2008 Qualified Annuity Trust dtd 5/28/2008. Mr. Leighton disclaims beneficial ownership of shares by the Trust except to the extent of his pecuniary interest therein.

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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