

AKAMAI TECHNOLOGIES INC
 Form 4
 February 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 CONRADES GEORGE H

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)
 02/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

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 Indirect Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | 02/09/2006 | | S ⁽¹⁾ | V | 38,462 | D | \$ 25.92 (2) | 4,483,241 D |
| Common Stock, par value \$.01 per share | 02/10/2006 | | S ⁽¹⁾ | V | 38,462 | D | \$ 25.97 (2) | 4,444,779 D |
| Common Stock, par value \$.01 | 02/10/2006 | | G ⁽³⁾ | V | 40,000 | D | \$ 0 | 4,404,779 D |

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| | | | | | | | | | | |
|---|------------|--|------------------|---|-----------|---|-----------------|-----------|---|------------------|
| per share | | | | | | | | | | |
| Common Stock, par value \$.01 per share | 02/10/2006 | | G ⁽³⁾ | V | 9,623 | D | \$ 0 | 4,395,156 | D | |
| Common Stock, par value \$.01 per share | 02/10/2006 | | G ⁽³⁾ | V | 1,925 | D | \$ 0 | 4,393,231 | D | |
| Common Stock, par value \$.01 per share | 02/10/2006 | | J ⁽⁴⁾ | V | 1,000,000 | D | \$ 0 | 3,393,231 | D | |
| Common Stock, par value \$.01 per share | 02/10/2006 | | J ⁽⁴⁾ | V | 1,000,000 | A | \$ 0 | 1,000,000 | I | See footnote (5) |
| Common Stock, par value \$.01 per share | 02/10/2006 | | G ⁽⁶⁾ | V | 500,000 | D | \$ 0 | 500,000 | I | See footnote (5) |
| Common Stock, par value \$.01 per share | 02/10/2006 | | S ⁽⁷⁾ | | 250,000 | D | \$ 25.72 (2) | 250,000 | I | See footnote (5) |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | 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

02/13/2006

**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 sold pursuant to a Rule 10b5-1 Plan adopted by Mr. Conrades on August 23, 2005.
- (2) Reflects average sale price per share.
- (3) Gift to a 501(c)(3) charitable institution.
- (4) Transaction reflects a change in the form of beneficial ownership from direct to indirect as a result of the gift of 1,000,000 shares of common stock by Mr. Conrades to the Pelmea Limited Partnership.
- (5) Held by the Pelmea Limited Partnership. Mr. Conrades disclaims beneficial ownership of shares held by the Pelmea Limited Partnership except to the extent of his pecuniary interest therein.
- (6) Shares were gifted by the Pelmea Limited Partnership to the Hightops CRUT.
- (7) Shares were sold by the Pelmea Limited Partnership.

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.