

Hughes Robert W
Form 4
February 14, 2006

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)
02/10/2006

____ Director
 Officer (give title below) _____ Other (specify below)
EVP - Glbl 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	02/10/2006		M		15,000	A	\$ 5.1
					29,853 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	02/10/2006		S ⁽²⁾		1,000	D	\$ 25.816
					28,853	D	
Common Stock, par value \$.01	02/10/2006		S ⁽²⁾		1,000	D	\$ 25.813
					27,853	D	

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per share							
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.812	26,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.74	25,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.73	24,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.712	23,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	2,000	D	\$ 25.71	21,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.707	20,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.705	19,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.701	18,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.691	17,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.69	16,853	D
Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.668	15,853	D

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Common Stock, par value \$.01 per share	02/10/2006	<u>S(2)</u>	1,000	D	\$ 25.66	14,853	D
Common Stock, par value \$.01 per share	02/13/2006	M	15,000	A	\$ 5.1	29,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 25.287	28,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 25.235	27,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	2,000	D	\$ 25.19	25,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 25.014	24,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	5,000	D	\$ 24.99	19,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 24.887	18,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 24.8	17,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	1,000	D	\$ 24.789	16,853	D
Common Stock, par value \$.01 per share	02/13/2006	<u>S(2)</u>	2,000	D	\$ 24.75	14,853	D
	02/14/2006	M	13,438	A	\$ 5.1	28,291	D

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Common Stock, par value \$.01 per share								
Common Stock, par value \$.01 per share	02/14/2006		S ⁽²⁾	1,000	D	\$ 24.932	27,291	D
Common Stock, par value \$.01 per share	02/14/2006		S ⁽²⁾	1,000	D	\$ 24.9	26,291	D
Common Stock, par value \$.01 per share	02/14/2006		S ⁽²⁾	1,000	D	\$ 24.95	25,291	D
Common Stock, par value \$.01 per share	02/14/2006		S ⁽²⁾	1,000	D	\$ 24.937	24,291	D

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

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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. Amount or Number of Shares
Stock option (right to buy)	\$ 5.1	02/10/2006		M	15,000	⁽³⁾ 11/12/2011	Common Stock	15,000
Stock option (right to buy)	\$ 5.1	02/13/2006		M	15,000	⁽³⁾ 11/12/2011	Common Stock	15,000

buy)									
Stock option (right to buy)	\$ 5.1	02/14/2006	M	13,438	(3)	11/12/2011	Common Stock	13,438	

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 - Glbl Sales, Svcs & Mktg	

Signatures

/s/ Robert W.
Hughes

02/14/2006

**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) Includes 1,045 shares of common stock acquired in 2005 under the 1999 Employee Stock Purchase Plan of Akamai Technologies, Inc.
- (2) Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Hughes on February 10, 2006.
- (3) Options vested in equal installments quarterly from August 13, 2004 through November 13, 2005.

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.