

AKAMAI TECHNOLOGIES INC
Form 4
May 25, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
05/23/2006

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01 per share	05/24/2006		M ⁽⁶⁾	A	6,244	\$ 0	1,937,931 D
Common Stock, par value \$.01 per share	05/24/2006		S ⁽¹⁾	D	38,462	\$ 30.04 <u>(2)</u>	1,899,469 D
Common Stock, par value \$.01	05/25/2006		S ⁽¹⁾	D	38,462	\$ 31.2 <u>(2)</u>	1,861,007 D

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- (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) Each Deferred Stock Unit ("DSU") represents the right to receive 1 share of Common Stock upon vesting.
- (4) DSUs vest 50% on May 24, 2006; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (5) DSUs vest 50% on May 23, 2007; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (6) Represents shares of Common Stock distributed in respect of DSUs originally granted on July 12, 2005.
- (7) 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.

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