

AKAMAI TECHNOLOGIES INC

Form 4

February 10, 2017

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 *
HARATUNIAN MELANIE

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP and General Counsel

**C/O AKAMAI TECHNOLOGIES
INC, 150 BROADWAY**

(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)
				(A) or (D)	Price		
Common Stock, par value \$.01 per share	02/10/2017		S ⁽¹⁾	2,164 D	\$ 63.83	80,785	D

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Restricted Stock Units ⁽²⁾	\$ 0	02/09/2017		A	11,276	⁽³⁾ 02/11/2020	Common Stock	11,276
Restricted Stock Units ⁽²⁾	\$ 0	02/09/2017		A	22,552	⁽⁴⁾ 02/12/2020	Common Stock	22,552
Restricted Stock Units ⁽²⁾	\$ 0	02/09/2017		A	11,276	⁽⁵⁾ 02/14/2020	Common Stock	11,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARATUNIAN MELANIE C/O AKAMAI TECHNOLOGIES INC 150 BROADWAY CAMBRIDGE, MA 02142			EVP and General Counsel	

Signatures

/s/ James H Hammons Jr, by power of attorney 02/10/2017

__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) Sale was made pursuant to a Rule 10b5-1 Plan adopted by Ms. Haratunian on August 16, 2016.

(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 February 9, 2018, 2019 and 2020.

Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2017, 2018 and (4) 2019. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2019 are certified. Amount reported is maximum issuable.

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- (5) Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the S&P 500 Information Technology Index for 2017, 2018 and 2019. To the extent the company's total shareholder return exceeds specified target percentile rankings within such index, the RSUs will vest in full on the date the company's financial results for 2019 are certified. Amount reported is maximum issuable.

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.