Hughes Robert W Form 4 January 23, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hughes Robert W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

10% Owner

Indirect

Beneficial

Ownership

(Instr. 4)

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

AKAMAI TECHNOLOGIES INC [AKAM]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/19/2012

X_ Officer (give title Other (specify below)

Director

C/O AKAMAI TECHNOLOGIES. INC., 8 CAMBRIDGE CENTER

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

EVP Global Sales, Svcs & Mktg

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned (Instr. 4) Following

Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

or (Instr. 3 and 4) Price Code V Amount (D)

(A)

Common

per share

(Instr. 3)

Stock, par 01/19/2012 value \$.01

2,085 Α

\$0 Α 40,718

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 0	01/19/2012		A	38,237		(2)	<u>(4)</u>	Common Stock	38,237
Restricted Stock Units (1)	\$ 0	01/19/2012		A	38,236		(3)	<u>(4)</u>	Common Stock	38,236
Restricted Stock Units (1)	\$ 0	01/19/2012		M		3,202	(2)	<u>(4)</u>	Common Stock	3,202

Reporting Owners

Reporting Owner Name / Address	Kciationships					
	Director	10% Owner	Officer	Other		

Hughes Robert W C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142

EVP Global Sales, Svcs & Mktg

Dolotionchi

Signatures

/s/ Robert W.
Hughes
01/19/2012

**Signature of Date
Reporting Person

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) Each Restricted Stock Unit ("RSU") represents the right to receive one share of common stock upon vesting.
- (2) RSUs vest in three equal 33% installments on the first, second and third anniversaries of the grant date.
- Vesting of such RSUs is dependent on Akamai's achivement of a specified normalized earnings per share target for fiscal year 2012 and certain designated mission critical goals. To the extent such targets are met, the RSUs will vest in two equal 50% installments on the second and third anniversaries of the grant date.
- (4) 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.

Reporting Owners 2

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