Sherman J Donald Form 4 January 22, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sherman J Donald

AKAMAI TECHNOLOGIES INC

3. Date of Earliest Transaction

[AKAM]

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02142

(City)

1. Title of

Security

(Instr. 3)

(State)

2. Issuer Name and Ticker or Trading

Symbol

(Month/Day/Year) 01/20/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> (Month/Day/Year) (Instr. 8)

Code Disposed of (D)

(e.g., puts, calls, warrants, options, convertible securities)

(Instr. 3, 4 and 5)

Following (A)

Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

or Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Zip)

2. Transaction Date 2A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/I Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year) (Instr. 3 and 4		4)	S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 0	01/20/2010		A	37,106	(2)	<u>(4)</u>	Common Stock	37,106	
Restricted Stock Units (1)	\$ 0	01/20/2010		A	18,553	(3)	<u>(4)</u>	Common Stock	18,553	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Sherman J Donald C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142

Chief Financial Officer

Signatures

/s/ JD Sherman 01/21/2010

**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 Akamai common stock.
- (2) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2010, 2011 and 2012 if Akamai achieves certain corporate performance objectives during such years.
- Vesting of such RSUs is dependent on Akamai's achievement of cumulative revenue and earnings per share targets for fiscal years 2010, 2011 and 2012, and the amount reported represents the maximum number of shares issuable.
- (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. 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.

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