

AKAMAI TECHNOLOGIES INC
 Form 4
 February 16, 2016

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 *
LEIGHTON F THOMSON

 (Last) (First) (Middle)
C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY

 (Street)
CAMBRIDGE, MA 02142

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AKAMAI TECHNOLOGIES INC [AKAM]

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 02/12/2016 | | M | | 8,878 | A | \$ 0 |
| Common Stock, par value \$.01 per share | | | | | | | 136,038 |
| Common Stock, par value \$.01 per share | | | | | | | 173,889 |
| Common Stock, par value \$.01 per share | | | | | | | 2,865,337 |
| | | | | | | I (1) | See note |
| | | | | | | I (2) | See note |

per share

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

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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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Am Nu Sha |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/11/2016 | | A | 138,380 | ⁽⁴⁾ 02/12/2019 | Common Stock | 13 |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/11/2016 | | A | 69,190 | ⁽⁵⁾ 02/12/2019 | Common Stock | 69 |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/11/2016 | | A | 69,190 | ⁽⁶⁾ ⁽⁷⁾ | Common Stock | 69 |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/11/2016 | | M | 16,767 | ⁽⁸⁾ ⁽⁷⁾ | Common Stock | 16 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEIGHTON F THOMSON C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142 | X | | Chief Executive Officer | |

Signatures

/s/ Conor W. Daly, by power of attorney

02/16/2016

**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) Held by the F. Thomson Leighton 2012 Qualified Annuity Trust. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (2) Held by the F. Thomson Leighton and Bonnie B. Leighton Revocable Trust dtd 11/3/99. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (3) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
Vesting of such RSUs is dependent on Akamai's achievement of specified annual revenue and earnings per share targets for each of fiscal
- (4) years 2016, 2017 and 2018. To the extent such targets are met, the RSUs will vest in full on the date the company's financial results for 2018 are certified. Amount reported is maximum issuable.
Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the
- (5) S&P 500 Information Technology Index for 2016, 2017 and 2018. 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 2018 are certified. Amount reported is maximum issuable.
- (6) RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.
- (7) Not applicable.
- (8) Option vests over three years as follows: 33% on each of February 12, 2016, 2017 and 2018.

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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