

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 \*  
**Gemmell James**

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)  
**C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY**  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & Chief HR Officer**

**CAMBRIDGE, MA 02142**

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

(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)
				Code V Amount (A) or (D) Price			
Common Stock	02/11/2016		S <sup>(1)</sup>	2,274 D \$ 47.13	3,177	D	
Common Stock	02/12/2016		M	1,998 A \$ 0	5,175	D	

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	\$ 0	02/11/2016		A	29,304	<sup>(3)</sup> 02/12/2019	Common Stock 29,304
Restricted Stock Units <sup>(2)</sup>	\$ 0	02/11/2016		A	14,652	<sup>(4)</sup> 02/12/2019	Common Stock 14,652
Restricted Stock Units <sup>(2)</sup>	\$ 0	02/11/2016		A	14,652	<sup>(5)</sup> <sup>(6)</sup>	Common Stock 14,652
Restricted Stock Units <sup>(2)</sup>	\$ 0	02/12/2016		M	2,958	<sup>(5)</sup> <sup>(6)</sup>	Common Stock 2,958

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Gemmell James  
C/O AKAMAI TECHNOLOGIES, INC.  
150 BROADWAY  
CAMBRIDGE, MA 02142

EVP & Chief HR 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) Sale was made pursuant to a Rule 10b5-1 Plan adopted by Mr. Gemmell on May 5, 2015.

(2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

(3) Vesting of such RSUs is dependent on Akamai's achievement of specified annual revenue and earnings per share targets for each of fiscal 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.

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- 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 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.
- (4)
  - (5) RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.
  - (6) 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.