

AKAMAI TECHNOLOGIES INC  
Form 4  
May 25, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
HALTER WILLIAM A

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)  
05/23/2006

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

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

(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			
				Code	V	Amount		
Common Stock, par value \$.01 per share	05/24/2006		M <sup>(1)</sup>	4,085	A	\$ 0	4,085	D
Common Stock, par value \$.01 per share	05/25/2006		M <sup>(2)</sup>	933	A	\$ 0	5,018	D

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.

SEC 1474  
(9-02)

**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)	8. Amount or Number of Shares
Deferred Stock Units <sup>(3)</sup>	\$ 0	05/23/2006		A	4,013	<u>(4)</u> <u>(7)</u>	Common Stock	4,013
Deferred Stock Units <sup>(3)</sup>	\$ 0	05/24/2006		M	4,085	<u>(5)</u> <u>(7)</u>	Common Stock	4,085
Deferred Stock Units <sup>(3)</sup>	\$ 0	05/25/2006		M	933	<u>(6)</u> <u>(7)</u>	Common Stock	933

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HALTER WILLIAM A  
C/O AKAMAI TECHNOLOGIES, INC.  
8 CAMBRIDGE CENTER  
CAMBRIDGE, MA 02142

X

## Signatures

/s/ William A.

Halter

05/25/2006

\*\*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).

## Edgar Filing: AKAMAI TECHNOLOGIES INC - Form 4

- (1) Represents shares of Common Stock distributed in respect of Deferred Stock Units ("DSUs") originally granted on May 24, 2005.
- (2) Represents shares of Common Stock distributed in respect of DSUs originally granted on May 25, 2004.
- (3) Each DSU represents the right to receive 1 share of Common Stock.
- (4) Such DSUs vest 50% on May 23, 2007; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (5) Such DSUs vest 50% on May 24, 2006; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (6) Such DSUs vest 50% on May 25, 2005; and the remaining 50% vest in equal installments of 12.5% each quarter thereafter.
- (7) 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.

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