

Wheaton William
Form 4
February 12, 2018

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 *
Wheaton William

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)
02/08/2018

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

C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/09/2018 | | M | | 3,290 | A | \$ 0 |
| | | | | | 35,902 | | |
| Common Stock | 02/11/2018 | | M | | 4,303 | A | \$ 0 |
| | | | | | 40,205 | | |
| Common Stock | 02/12/2018 | | M | | 2,368 | A | \$ 0 |
| | | | | | 42,573 | | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/08/2018 | | A | 14,722 | ⁽²⁾ 02/09/2021 | Common Stock | 14,722 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/08/2018 | | A | 14,722 | ⁽³⁾ 02/10/2020 | Common Stock | 14,722 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/08/2018 | | A | 7,361 | ⁽⁴⁾ 02/22/2018 | Common Stock | 7,361 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/09/2018 | | M | 4,802 | ⁽⁵⁾ 02/11/2020 | Common Stock | 4,802 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/11/2018 | | M | 6,241 | ⁽⁶⁾ 02/12/2020 | Common Stock | 6,241 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/12/2018 | | M | 2,368 | ⁽⁷⁾ 02/12/2019 | Common Stock | 2,368 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wheaton William C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142 | | | Chief Strategy Officer | |

Signatures

/s/ James H Hammons, Jr., by power of attorney
02/12/2018

__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) 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 a specified financial performance targets for each of 2018, 2019 and
(2) 2020. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2020 are certified. Amount reported is target amount issuable.
- (3) Vests as follows: 1/3 on each of February 8, 2019, 2020 and 2021.
Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the
(4) S&P 500 Information Technology Index for 2018, 2019 and 2020. 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 2020 are certified. Amount reported is target issuable.
- (5) RSUs vest over three years as follows: 33% on each of February 9, 2018, 2019 and 2020.
- (6) Vests as follows: 1/3 on each of February 11, 2017, 2018 and 2019.
- (7) Vested in full on February 12, 2018.

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.