SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

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hours per response:	0.5
Estimated average burden	

1. Nume and Address of Reporting reison		on*	2. Issuer Name and Ticker or Trading Symbol AKAMAI TECHNOLOGIES INC [AKAM	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KIGHT PET	<u>ERJ</u>		1	X	Director	10% Owner		
(Last)	(First)	(Middle)			Officer (give title below)	Other (specify below)		
. ,	(Filst) FECHNOLOGIES	,	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2011		,	,		
8 CAMBRIDGE	CENTER							
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filir	ng (Check Applicable		
(Street)		00110		X	Form filed by One Rep	porting Person		
CAMBRIDGE	MA	02142			Form filed by More that Person	an One Reporting		
(Citv)	(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)	Transaction Code (Instr.						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$.01 per share	01/12/2011		J ⁽¹⁾		1,471	Α	\$47.3 ⁽¹⁾	1,471	D		
Common Stock, par value \$.01 per share	01/12/2011		J ⁽¹⁾		1,471	D	\$ 47.3 ⁽¹⁾	3,709	Ι	See note ⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of Ex		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reflects the distribution of shares of common stock to Mr. Kight by The Peter J. Kight Grantor Retained Annuity Trust - Akamai under Agreement dated December 31, 2009 (the "PJK GRAT"). The price per share set forth in Column 4 of Table 1 represents the value ascribed to such shares by the trustee of the PJK GRAT and equals the average of the high and low sale price of shares of Akamai common stock on December 31, 2010 as reported by the Nasdaq Stock Market.

2. Held by the PJK GRAT.

/s/ Peter J. Kight

01/1<u>3/2011</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.