

MCCONNELL RICK M  
 Form 3  
 May 18, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MCCONNELL RICK M</p> <p>(Last) (First) (Middle)</p> <p>C/O AKAMAI TECHNOLOGIES, INC., Â 8 CAMBRIDGE CENTER</p> <p>(Street)</p> <p>CAMBRIDGE, Â MA Â 02142</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AKAMAI TECHNOLOGIES INC [AKAM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner<br/>                 ___X___ Officer ___ Other<br/>                 (give title below) (specify below)<br/>                 EVP - Products and Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___X___ Form filed by One Reporting Person<br/>                 ___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |   |  |

Edgar Filing: MCCONNELL RICK M - Form 3

|                             |       |            |              | Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|--------|----------|----------------------------------|---|
| Stock option (right to buy) | Â (1) | 11/01/2018 | Common Stock | 94,464 | \$ 26.64 | D                                | Â |
| Restricted Stock Units (2)  | Â (1) | Â (6)      | Common Stock | 75,075 | \$ 0     | D                                | Â |
| Restricted Stock Units (2)  | Â (3) | Â (6)      | Common Stock | 7,647  | \$ 0     | D                                | Â |
| Restricted Stock Units (2)  | Â (4) | Â (6)      | Common Stock | 7,646  | \$ 0     | D                                | Â |
| Stock option (right to buy) | Â (5) | 02/11/2019 | Common Stock | 8,378  | \$ 38.43 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| MCCONNELL RICK M<br>C/O AKAMAI TECHNOLOGIES, INC.<br>8 CAMBRIDGE CENTER<br>CAMBRIDGE, MA 02142 | Â             | Â         | Â EVP - Products and Development | Â     |

## Signatures

/s/ Rick M. 03/18/2012  
McConnell

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vests over four years as follows: 25% on November 1, 2012 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter.
- (2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (3) RSUs vest over three years as follows: 33% on each of January 19, 2013, 2014 and 2015.
- (4) Vesting of such RSUs is dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012. To the extent such target is met, the RSUs will vest in two equal 50% installments on each of January 19, 2014 and 2015.
- (5) Option vests over three years as follows: 33% on each of February 11, 2013, 2014 and 2015.
- (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.