

AKAMAI TECHNOLOGIES INC
 Form 4
 May 25, 2006

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 *
 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.01 per share	05/24/2006		M ⁽¹⁾		4,085	A	\$ 0	4,085	D
Common Stock, par value \$.01 per share	05/25/2006		M ⁽²⁾		933	A	\$ 0	5,018	D

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

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(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 ⁽³⁾	\$ 0	05/23/2006		A	4,013	<u>(4)</u> <u>(7)</u>	Common Stock	4,013
Deferred Stock Units ⁽³⁾	\$ 0	05/24/2006		M	4,085	<u>(5)</u> <u>(7)</u>	Common Stock	4,085
Deferred Stock Units ⁽³⁾	\$ 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).

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- (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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