

AKAMAI TECHNOLOGIES INC
 Form 5
 January 21, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LEIGHTON F THOMSON

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AKAMAI TECHNOLOGIES INC [AKAM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Scientist

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$.01 per share | 05/13/2010 | ^ | J4 ⁽¹⁾ | 24,930 A | \$ 0 3,751,566 | I | See note (2) |
| Common Stock, par value \$.01 per share | 05/13/2010 | ^ | J4 ⁽¹⁾ | 24,930 D | \$ 0 475,070 | I | See note (3) |

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| | | | | | | | | | |
|---|------------|---|-------------------|---------|---|------|-----------|---|--------------|
| Common Stock, par value \$.01 per share | 07/02/2010 | Â | G ⁽⁴⁾ | 900,000 | D | \$ 0 | 2,851,656 | I | See note (2) |
| Common Stock, par value \$.01 per share | 07/13/2010 | Â | J4 ⁽⁵⁾ | 52,569 | A | \$ 0 | 2,904,135 | I | See note (2) |
| Common Stock, par value \$.01 per share | 07/13/2010 | Â | J4 ⁽⁵⁾ | 52,569 | D | \$ 0 | 367,762 | I | See note (6) |

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

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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. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEIGHTON F THOMSON C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142 | Â X | Â | Â Chief Scientist | Â |

Signatures

/s/ F. Thomson
Leighton
01/21/2011
Date

Signature of Reporting
Person

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) Shares were distributed by the F. Thomson Leighton 2009 Qualified Annuity Trust dtd 2/23/09 to the F. Thomson Leighton and Bonnie Leighton Revocable Trust for no consideration.
- (2) Held by the F. Thomson Leighton and Bonnie Leighton Revocable Trust. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (3) Held by the F. Thomson Leighton 2009 Qualified Annuity Trust dtd 2/23/2009. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (4) Shares were gifted by the F. Thomson Leighton and Bonnie Leighton Revocable Trust to the Solstice Charitable Trust U/A/D 6/28/2010 of which The Goldman Sachs Trust Company of Delaware is the trustee.
- (5) Shares were distributed by the F. Thomson Leighton 2008 Qualified Annuity Trust dtd 5/28/2008 to the F. Thomson Leighton and Bonnie Leighton Revocable Trust for no consideration.
- (6) Held by the F. Thomson Leighton 2008 Qualified Annuity Trust dtd 5/28/2008. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.