

AKAMAI TECHNOLOGIES INC
 Form 5
 February 09, 2007

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)
12/31/2006

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$.01 per share | 02/10/2006 | ^ | G ⁽¹⁾ | 939 D | \$ 0 7,478,636 | I | See footnote. (6) |
| Common Stock, par value \$.01 per share | 02/10/2006 | ^ | G ⁽²⁾ | 1,350,000 D | \$ 0 6,128,636 | I | See footnote. (6) |

| | | | | | | | | | |
|---|------------|---|------------------|-----------|---|------|-----------|---|--------------------------|
| Common Stock, par value \$.01 per share | 02/13/2006 | Â | G ⁽³⁾ | 2,000 | D | \$ 0 | 6,126,636 | I | See footnote. <u>(6)</u> |
| Common Stock, par value \$.01 per share | 05/12/2006 | Â | G ⁽⁴⁾ | 1,000,000 | D | \$ 0 | 5,126,636 | I | See footnote. <u>(6)</u> |
| Common Stock, par value \$.01 per share | 08/24/2006 | Â | G ⁽⁵⁾ | 1,000,000 | D | \$ 0 | 4,126,636 | I | See footnote. <u>(6)</u> |

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 Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | 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
01/20/2007
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 gifted to the Madeleine Berger Trust.
- (2) Shares were gifted to the February Trust.
- (3) Shares were gifted to The Park School.
- (4) Shares were gifted to the Ellis Charitable Trust.
- (5) Shares were gifted to the Seville Charitable Trust.
- (6) Held by the F. Thomson Leighton and Bonnie B. Leighton Revocable Trust (the "Trust"). Mr. Leighton disclaims beneficial ownership of shares held by the 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.