

Lunsford Jeffrey W
 Form 4
 November 26, 2008

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 *
 Lunsford Jeffrey W

(Last) (First) (Middle)

C/O LIMELIGHT NETWORKS, INC., 2220 W. 14ST STREET

(Street)

TEMPE, AZ 85821

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Limelight Networks, Inc. [LLNW]

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2008

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)

President, CEO and Chairman

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/25/2008 | | A | | 100,000 <u>(1)</u> | A | \$ 0 1,613,250 D |
| Common Stock | 11/25/2008 | | A | | 400,000 <u>(2)</u> | A | \$ 0 2,013,250 D |

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

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SEC 1474
 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 13.2 | 11/25/2008 | | D | 750,000 | ⁽³⁾ 11/20/2016 | Common Stock 750,000 |
| Employee Stock Option (Right to Buy) | \$ 6.53 | | | | | ⁽⁴⁾ 11/20/2016 | Common Stock 750,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lunsford Jeffrey W C/O LIMELIGHT NETWORKS, INC. 2220 W. 14ST STREET TEMPE, AZ 85821 | X | | President, CEO and Chairman | |

Signatures

/s/ Yvonne Martinez,
Attorney-in-Fact

11/26/2008

**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).
- (1) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Limelight Networks, Inc. common stock. The restricted stock units vest in two equal installments on February 23, 2009 and November 25, 2010.
 - (2) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Limelight Networks, Inc. common stock. The vesting of the restricted stock units is based upon the achievement of certain quarterly financial targets during fiscal quarters ending after November 25, 2008 and on or before March 31, 2010. The restricted stock units are subject to forfeiture if the quarterly financial targets are not satisfied.
 - (3) Effective November 25, 2008, the stock option granted to the reporting person was cancelled by mutual agreement of the reporting person and Limelight Networks, Inc. Pursuant to the cancellation of the stock option grant, the reporting person received restricted stock units.

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The reporting person originally filed a Form 4 on August 21, 2007 to report the original stock option grant.

- (4) Effective November 25, 2008, all shares subject to the option were deemed unvested and subject to the following vesting schedule: One twenty-fourth of the shares subject to the option shall vest on November 20, 2009 and an additional one twenty-fourth of the shares subject to the option shall vest on the 20th day of each calendar month thereafter. The original stock option grant was originally reported on a Form 4 filed on August 21, 2007.

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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