

JUNIPER NETWORKS INC

Form 4

March 24, 2015

**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 \*  
**DENHOLM ROBYN M**

(Last) (First) (Middle)

1194 NORTH MATHILDA  
 AVENUE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol

JUNIPER NETWORKS INC [JNPR]

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

03/20/2015

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

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP CFO & Ops

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
 \_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	03/20/2015	A		40,179 (1)		03/20/2016	03/20/2017	Common Stock	40,179
Performance Shares	\$ 0	03/20/2015	A		83,688 (3)		03/20/2018	03/20/2018	Common Stock	83,688
Performance Shares	\$ 0	03/20/2015	A		41,844 (4)		01/01/2016	12/31/2019	Common Stock	41,844
RSU Award	\$ 0	03/20/2015	A		43,112 (5)		03/20/2016	03/20/2018	Common Stock	43,112

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENHOLM ROBYN M 1194 NORTH MATHILDA AVENUE SUNNYVALE, CA 94089			EVP CFO & Ops	

## Signatures

By: Mitchell L. Gaynor: Attorney in Fact For: Robyn M. Denholm  
 Date: 03/24/2015

\*\*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) Represents the maximum quantity of shares issuable. The exact number of shares issuable will be determined based on achievement of certain Company performance targets for the 2015 fiscal year, as determined by the Compensation Committee of the Board. The executive can earn between 0% and 100% of the target shares that will vest 50% each year over a two year period on each anniversary of the date of grant.

(2) Column 8 is not an applicable reportable field.

(3) Represents the maximum quantity of shares issuable. The exact number of shares issuable with respect to each year will be determined based on achievement of certain Company performance targets for each year, as determined by the Compensation Committee of the Board. The executive can earn between 0% and 200% of the target shares with respect to each year.

(4) The number of shares represents the maximum quantity of shares issuable pursuant to this performance share award. The exact number of shares issuable will be based upon achievement of specific stock price targets for the Issuer sustained over a period of 60 consecutive trading days during a 4 year period commencing on January 1, 2016.

(5) Vests as to thirty-four percent on the one year anniversary of the grant date and thirty-three percent annually on the second anniversary and third anniversary.

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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