

JUNIPER NETWORKS INC
Form 4
February 23, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SINDHU PRADEEP

(Last) (First) (Middle)

1133 INNOVATION WAY

(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)

02/19/2016

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)

EVP CTO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/19/2016		M		65,760 A \$ 0	1,882,849	D
Common Stock	02/19/2016		F		34,315 (1) D \$ 24.57	1,848,534	D
Common Stock	02/19/2016		G		31,445 (2) D \$ 0	1,828,269	D
Common Stock	02/19/2016		G		31,445 (2) A \$ 0	0	I by Family Trust
Common Stock						1,017,076	I by Family LP

Common Stock 6,867 I by Spouse

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0	02/19/2016		M		65,760		02/19/2016 ⁽³⁾	02/19/2016	Common Stock
Performance Shares	\$ 0	02/19/2016		A		15,517		02/19/2017 ⁽⁵⁾	02/19/2018	Common Stock
Performance Shares	\$ 0	02/19/2016		A		46,794		02/19/2019 ⁽⁶⁾	02/19/2019	Common Stock
Performance Shares	\$ 0	02/19/2016		A		23,397		01/01/2017 ⁽⁷⁾	12/31/2020	Common Stock
RSU Award	\$ 0	02/19/2016		A		24,106		02/19/2017 ⁽⁸⁾	02/19/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINDHU PRADEEP 1133 INNOVATION WAY SUNNYVALE, CA 94089	X		EVP CTO	

Signatures

By: Robert Mobassaly:Attorney in Fact For: Pradeep Sindhu

02/22/2016

**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 shares withheld from the released share award for the payment of applicable income and payroll withholding taxes due on release.
- (2) Represents the transfer of shares to the Sindhu Family Trust from the reporting person immediately upon vesting of the Performance Share Unit.
- (3) All of the shares earned over the three year period will vest, provided that the reporting person is still providing service to the Company, after the final calculation is approved by the Compensation Committee.
- (4) Column 8 is not an applicable reportable field.
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 2016 fiscal year, as determined by the Compensation Committee of the Board. The executive can earn either 0% or 100% of the target shares that will vest 50% each year over a two year period.
- (6) Represents the maximum quantity of shares issuable. The exact number of shares issuable with respect to each of three performance years 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. No shares vest or are issued until after the third performance year.
- (7) 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, 2017.
- (8) This awards vests from the original grant date 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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