

JUNIPER NETWORKS INC

Form 4

March 24, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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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  
☒ Officer (give title below) ☐ Other (specify below)

EVP CFO &amp; Ops

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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
|                                    |                                         |                                                       |                                   | (A)<br>or<br>(D)                                                     | 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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(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<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------|---------------------------|-----------------------------------------|-----------------------------------|---------------------|------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------|---------------------------|-----------------------------------------|-----------------------------------|---------------------|------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|

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| (Instr. 3)            | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |               |     |                     |                    |                 |                                     |
|-----------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|---------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                       |                                    |                  | Code       | V                                                                | (A)           | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Performance<br>Shares | \$ 0                               | 03/20/2015       | A          |                                                                  | 40,179<br>(1) |     | 03/20/2016          | 03/20/2017         | Common<br>Stock | 40,179                              |
| Performance<br>Shares | \$ 0                               | 03/20/2015       | A          |                                                                  | 83,688<br>(3) |     | 03/20/2018          | 03/20/2018         | Common<br>Stock | 83,688                              |
| Performance<br>Shares | \$ 0                               | 03/20/2015       | A          |                                                                  | 41,844<br>(4) |     | 01/01/2016          | 12/31/2019         | Common<br>Stock | 41,844                              |
| RSU Award             | \$ 0                               | 03/20/2015       | A          |                                                                  | 43,112<br>(5) |     | 03/20/2016          | 03/20/2018         | Common<br>Stock | 43,112                              |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |               |       |
|----------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                      | Director      | 10% Owner | Officer       | Other |
| DENHOLM ROBYN M<br>1194 NORTH MATHILDA AVENUE<br>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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