

JUNIPER NETWORKS INC

Form 4

February 23, 2016

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
rahim rami

(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)

Chief Executive Officer

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 Beneficial Ownership (Instr. 4)
Common Stock	02/19/2016		M	109,599	A \$ 0 571,797	D	
Common Stock	02/19/2016		F	57,190 (1)	D \$ 24.57 29,853	D	
Common Stock					29,853	I	Living Trust

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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 Underlying (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Shares	\$ 0	02/19/2016		M	109,599	02/19/2016 <sup>(2)</sup> 02/19/2016	Common Stock
Performance Shares	\$ 0	02/19/2016		A	45,259	02/19/2017 <sup>(4)</sup> 02/19/2018	Common Stock
Performance Shares	\$ 0	02/19/2016		A	161,656	02/19/2019 <sup>(5)</sup> 02/19/2019	Common Stock
Performance Shares	\$ 0	02/19/2016		A	80,828	01/01/2017 <sup>(6)</sup> 12/31/2020	Common Stock
RSU Award	\$ 0	02/19/2016		A	83,277	02/19/2017 <sup>(7)</sup> 02/19/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
rahim rami 1133 INNOVATION WAY SUNNYVALE, CA 94089	X		Chief Executive Officer	

## Signatures

By: Robert Mobassaly:Attorney in Fact For: Rami  
Rahim 02/23/2016

\_\_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) 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.
- (3) Column 8 is not an applicable reportable field.
- (4)

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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.

- (5) 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.

- (6) 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.

- (7) 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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