

DENHOLM ROBYN M

Form 4

February 21, 2012

**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  
Expires: January 31,  
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response... 0.5

(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)  
02/17/2012

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) below)

EVP CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/20/2012                              |                                                             | M                                    | (A)<br>or<br>(D)<br>A                                                   | 47,432<br>(1)<br>\$ 0<br>(2)                                                                                       | 47,432                                                               | D                                       |
| Common<br>Stock                       | 02/20/2012                              |                                                             | F(3)                                 | D                                                                       | \$<br>24.2                                                                                                         | 29,402                                                               | D                                       |

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  
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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 (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 of Underlying Security (Instr. 3 and 4) |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------|--------------------------------------------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                       |                                                  |              |
| Non-Qualified Stock Option (right to buy)  | \$ 24.2                                                | 02/17/2012                           |                                                    | A                              |                                                                                         | 90,000                                                   | 02/17/2013 <sup>(4)</sup> | 02/17/2019                                       | Common Stock |
| Performance Shares                         | \$ 0 <sup>(6)</sup>                                    | 02/20/2012                           |                                                    | M                              |                                                                                         | 47,432 <sup>(7)</sup>                                    | 02/20/2012                | 03/01/2012                                       | Common Stock |
| Performance Shares                         | \$ 0                                                   | 02/17/2012                           |                                                    | A                              |                                                                                         | 87,500 <sup>(8)</sup>                                    | 02/20/2015 <sup>(9)</sup> | 02/20/2015                                       | Common Stock |

## 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 |            |
| <b>Signatures</b>                                                    |               |           |         |            |
| By: Mitchell L. Gaynor, Attorney in Fact For: Robyn M. Denholm       |               |           |         | 02/21/2012 |
| **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 issuance of common stock pursuant to the vest of performance share award.
- (2) Represents the per share price for the award.
- (3) Represents shares withheld from the released share award for the payment of applicable income and payroll withholding taxes due on release.
- (4) Vests as to 25% of the shares subject to the option one year from the grant date and the balance shall vest 1/48th of the total shares granted each month thereafter.
- (5) Column 8 is not an applicable reportable field.
- (6) This is a full value award.
- (7) Represents acquisition of shares vested under the performance share award granted 2/20/2009. The shares vest on the third year anniversary of the grant date and upon determination of the achievement of certain Company performance targets over the three year

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period.

- Represents the maximum quantity of shares issuable. The exact number of shares issuable with respect to each year will be determined
- (8) 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 250% of the target shares with respect to each year.
  - (9) 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.

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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