

JUNIPER NETWORKS INC
 Form 4
 February 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)

02/17/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/17/2017 | | M | | 38,573 A \$ 0 | D | |
| Common Stock | 02/17/2017 | | F(1) | | 19,392 D \$ 28.39 | D | |
| Common Stock | 02/19/2017 | | M | | 22,629 A \$ 0 | D | |
| Common Stock | 02/19/2017 | | F(1) | | 11,808 D \$ 28.39 | D | |
| Common Stock | 02/19/2017 | | M | | 28,315 A \$ 0 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|--------------|
| Common Stock | 02/19/2017 | F ⁽¹⁾ | 14,775 | D | \$ 28.39 | 513,149 | D | |
| Common Stock | 02/19/2017 | G ⁽²⁾ | 43,542 | D | \$ 0 | 469,607 | D | |
| Common Stock | 02/19/2017 | G ⁽²⁾ | 43,542 | A | \$ 0 | 134,735 | 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 number.

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 and Underlying (Instr. 3 a) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Stock Unit | \$ 0 | 02/17/2017 | | M | 38,573 | 02/17/2017 ⁽³⁾ 02/17/2017 | Common Stock |
| Performance Stock Unit | \$ 0 | 02/19/2017 | | M | 22,629 | 02/19/2017 ⁽⁵⁾ 02/19/2018 | Common Stock |
| Performance Stock Unit | \$ 0 | 02/17/2017 | | A | 52,500 | 02/17/2018 ⁽⁶⁾ 02/17/2019 | Common Stock |
| Performance Stock Unit | \$ 0 | 02/17/2017 | | A | 183,544 | 02/17/2020 ⁽⁷⁾ 02/17/2020 | Common Stock |
| Performance Stock Unit | \$ 0 | 02/17/2017 | | A | 91,772 | 01/01/2018 ⁽⁸⁾ 12/31/2021 | Common Stock |
| RSU Award | \$ 0 | 02/19/2017 | | M | 28,315 | 02/19/2017 ⁽⁹⁾ 02/19/2019 | Common Stock |
| RSU Award | \$ 0 | 02/17/2017 | | A | 94,553 | 02/17/2018 ⁽⁹⁾ 02/17/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| rahim rami | X | | Chief | |

1133 INNOVATION WAY
SUNNYVALE, CA 94089

Executive
Officer

Signatures

By: Robert Mobassaly:Attorney in Fact For: Rami
Rahim

02/22/2017

__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 Rahim Family Trust from the reporting person immediately upon vesting of the Performance Stock Unit.
Represents the number of shares earned and vested under the performance share award. The shares vest on approximately the third year anniversary of the grant date and following determination by the Compensation Committee of the achievement of certain Company performance targets.
- (3) Represents the number of shares earned and vested under the performance share award. The shares vest on approximately the third year anniversary of the grant date and following determination by the Compensation Committee of the achievement of certain Company performance targets.
- (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.
- (5) 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 2017 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) Represents the maximum quantity of shares issuable. The exact number 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, 2018.
- (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.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.