

JUNIPER NETWORKS INC

Form 4

February 22, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davidson Jonathan

(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
____X____ Officer (give title below) ____ Other (specify below)

EVP Juniper Dev & Innovation

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 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)
Common Stock	02/19/2017		M	8,017 A	\$ 0 68,938	D	
Common Stock	02/19/2017		F ⁽¹⁾	3,013 D	\$ 28.39 65,925	D	
Common Stock	02/19/2017		M	8,197 A	\$ 0 74,122	D	
Common Stock	02/19/2017		F ⁽¹⁾	3,901 D	\$ 28.39 70,221	D	

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 (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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Stock Unit	\$ 0	02/19/2017		M			8,017	02/19/2017 ⁽²⁾	02/19/2018	Common Stock
Performance Stock Unit	\$ 0	02/17/2017		A		18,600		02/17/2018 ⁽⁴⁾	02/17/2019	Common Stock
Performance Stock Unit	\$ 0	02/17/2017		A		45,600		02/17/2020 ⁽⁵⁾	02/17/2020	Common Stock
Performance Stock Unit	\$ 0	02/17/2017		A		22,800		01/01/2018 ⁽⁶⁾	12/31/2021	Common Stock
RSU Award	\$ 0	02/19/2017		M			8,197	02/19/2017 ⁽⁷⁾	02/19/2019	Common Stock
RSU Award	\$ 0	02/17/2017		A		23,400		02/17/2018 ⁽⁷⁾	02/17/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Davidson Jonathan 1133 INNOVATION WAY SUNNYVALE, CA 94089	EVP Juniper Dev & Innovation

Signatures

By: Robert Mobassaly: Attorney in Fact For: Jonathan E.
Davidson

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 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.

(3) Column 8 is not an applicable reportable field.

(4) 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.

(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, 2018.

(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.

(8) The exact number of shares issued was determined based on achievement of certain Company performance targets for the 2015 fiscal year, as determined by the Compensation Committee of the Board.

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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