

JUNIPER NETWORKS INC

Form 4

May 20, 2015

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 *
STENSRUD WILLIAM

(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)
05/18/2015

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)

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	05/18/2015		M	Amount (A) 11,005	Price \$ 0 (1)	16,536	D
Common Stock	05/18/2015		G	Amount (D) 11,005	Price \$ 0 (2)	5,531	D
Common Stock	05/18/2015		G	Amount (A) 11,005	Price \$ 0 (2)	305,635	I by Trust

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

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(9-02)

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
RSU Award	\$ 0	05/18/2015		M	11,005	05/18/2015 05/21/2015 ⁽³⁾	Common Stock
RSU Award	\$ 0	05/19/2015		A	10,069	05/19/2016 ⁽⁵⁾ 05/19/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STENSRUD WILLIAM 1133 INNOVATION WAY SUNNYVALE, CA 94089	X

Signatures

By: Mitchell L. Gaynor: Attorney in Fact For: William Stensrud 05/20/2015

__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) Per share price not applicable because the shares of common stock were acquired pursuant to the vest of a restricted stock unit.

(2) A price is not applicable as the transaction is a gift.

Pursuant to the terms of the Juniper Networks, Inc. 2006 Equity Incentive Plan, the restricted stock unit ("RSU") award becomes 100% vested on the earlier of (A) the one year anniversary of the grant date, and (B) the day prior to the date of the Company's next annual stockholder meeting, subject to the individual maintaining continuous status as a director through the vesting date. The RSU award was granted at the 2014 annual stockholder meeting, which was held on May 21, 2014. The company held its 2015 annual stockholder meeting on May 19, 2015; accordingly, this RSU award vests in full on May 18, 2015.

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

The restricted stock unit is automatically granted pursuant to the terms of the Juniper Networks, Inc. 2015 Equity Incentive Plan to each non-employee director who is elected at (or whose term continues after) the company's annual stockholder meeting. The award will become 100% vested on the earlier of (A) the one year anniversary of the grant date, and (B) the day prior to the date of the company's next annual stockholder meeting, subject in either case to the director maintaining continuous status as a director through the vesting date.

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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