

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 \*  
**SINDHU PRADEEP**

(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)

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<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.<br>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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 02/17/2017                              |   | M <sup>(1)</sup>                        | 18,820 A \$ 0   | 39,618   | D  |   |
| Common<br>Stock                       | 02/17/2017                              |   | F <sup>(2)</sup>                        | 7,124 D \$ 28.39  | 32,494   | D  |   |
| Common<br>Stock                       | 02/19/2017                              |   | M                                       | 7,758 A \$ 0  | 40,252   | D  |   |
| Common<br>Stock                       | 02/19/2017                              |   | F <sup>(2)</sup>                        | 3,398 D \$ 28.39  | 36,854   | D  |   |
| Common<br>Stock                       | 02/19/2017                              |   | M                                       | 8,197 A \$ 0  | 45,051   | D  |   |
|                                       | 02/19/2017                              |   | F <sup>(2)</sup>                        | 4,278 D   | 40,773   | D  |   |

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|              |           |   |  |                    |
|--------------|-----------|---|--|--------------------|
| Common Stock | \$ 28.39  |   |  |                    |
| Common Stock | 585,000   | I |  | Bertrand 2016 GRAT |
| Common Stock | 585,000   | I |  | Sindhu 2016 GRAT   |
| Common Stock | 882,676   | I |  | by Family LP       |
| Common Stock | 2,106,787 | I |  | by Family 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 and 4) |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable                         | Expiration Date | Title        |
| Performance Stock Unit                     | \$ 0   | 02/17/2017                           |  | M <sup>(1)</sup>               |   | 18,820   |     | 02/17/2017                               | 02/17/2017      | Common Stock |
| Performance Stock Unit                     | \$ 0   | 02/19/2017                           |  | M                              |   | 7,758  |     | 02/19/2017 <sup>(4)</sup>                | 02/19/2018      | Common Stock |
| Performance Stock Unit                     | \$ 0   | 02/17/2017                           |  | A                              |   | 4,500  |     | 02/17/2018 <sup>(5)</sup>                | 02/17/2019      | Common Stock |
| RSU Award                                  | \$ 0   | 02/19/2017                           |  | M                              |   | 8,197  |     | 02/19/2017 <sup>(6)</sup>                | 02/19/2019      | Common Stock |
| RSU Award                                  | \$ 0   | 02/17/2017                           |  | A                              |   | 17,250   |     | 02/17/2018 <sup>(6)</sup>                | 02/17/2020      | Common Stock |

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

SINDHU PRADEEP  
1133 INNOVATION WAY                      X  
SUNNYVALE, CA 94089

## Signatures

By: Robert Mobassaly: Attorney in Fact For: Pradeep  
Sindhu

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).
  - 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.
  - (1) Represents shares withheld from the released share award for the payment of applicable income and payroll withholding taxes due on release.
  - (2) 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.
  - (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) 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.
  - (6)

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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