

DENHOLM ROBYN M
Form 4
February 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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
 Officer (give title below) _____ Other (specify below)
EVP CFO

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 (A) (D)					
Common Stock	02/20/2012		M		47,432 (1)	A	\$ 0 (2)	47,432	D	
Common Stock	02/20/2012		F(3)		18,030	D	\$ 24.2	29,402	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 24.2	02/17/2012		A		90,000		02/17/2013 ⁽⁴⁾	02/17/2019	Common Stock
Performance Shares	\$ 0 ⁽⁶⁾	02/20/2012		M		47,432 ⁽⁷⁾		02/20/2012	03/01/2012	Common Stock
Performance Shares	\$ 0	02/17/2012		A		87,500 ⁽⁸⁾		02/20/2015 ⁽⁹⁾	02/20/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENHOLM ROBYN M 1194 NORTH MATHILDA AVENUE SUNNYVALE, CA 94089			EVP CFO	

Signatures

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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