

SINDHU PRADEEP
Form 4
February 20, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SINDHU PRADEEP

2. Issuer Name and Ticker or Trading Symbol
JUNIPER NETWORKS INC [JNPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1194 NORTH MATHILDA AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP CTO

(Street)
SUNNYVALE, CA 94089

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	02/15/2013		A		21,334 (1)	A	\$ 0 (2) 1,711,676 D
Common Stock	02/15/2013		D(3)		8,658	D	\$ 21.86 1,703,018 D
Common Stock	02/15/2013		A		12,288 (1)	A	\$ 0 (2) 1,715,306 D
Common Stock	02/15/2013		D(3)		4,987	D	\$ 21.86 1,710,319 D
Common Stock	02/15/2013		A		1,951 (1)	A	\$ 0 (2) 1,712,270 D

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Common Stock	02/15/2013	D ⁽³⁾	797	D	\$ 21.86	1,711,473	D	
Common Stock						1,186,276	I	by Family LP
Common Stock						2,370,173	I	by Family Trust
Common Stock						150,683	I	by GRAT A
Common Stock						150,683	I	by GRAT A-1
Common Stock						6,867	I	by Spouse

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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Performance Shares	\$ 0 ⁽²⁾	02/15/2013		A	60,000 ⁽⁴⁾	02/15/2016 ⁽⁵⁾	02/15/2016	Common Stock	60
RSU Award	\$ 0 ⁽²⁾	02/15/2013		A	48,000	02/15/2014 ⁽⁷⁾	02/15/2016	Common Stock	48
RSU Award	\$ 0 ⁽²⁾	02/15/2013		A	75,000	02/15/2014 ⁽⁷⁾	02/15/2016	Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		EVP CTO	

SINDHU PRADEEP
1194 NORTH MATHILDA AVENUE
SUNNYVALE, CA 94089

Signatures

By: Mitchell L. Gaynor, Attorney-in-Fact For: PRadeep
Sindhu

02/20/2013

__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.
Represents the maximum quantity of shares issuable. The exact number of shares issuable with respect to each year will be determined
- (4) 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.
- (5) 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.
- (6) Column 8 is not an applicable reportable field.
- (7) Vests 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.

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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