

rahim rami
Form 4
March 19, 2019

FORM 4

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

OMB APPROVAL

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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 *
rahim rami

(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)

03/15/2019

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)

Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/16/2019 | | M | V 39,520 A \$ 0 | 39,520 | D | |
| Common Stock | 03/16/2019 | | F(1) | V 19,595 D \$ 26.84 | 19,925 | D | |
| Common Stock | 03/16/2019 | | G(2) | V 19,925 D \$ 0 | 0 | D | |
| Common Stock | 03/16/2019 | | G(2) | V 19,925 A \$ 0 | 659,117 | I | Living Trust |

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 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Stock Unit | \$ 0 | 03/15/2019 | | A | 45,763 | 02/15/2020 ⁽³⁾ | 02/15/2021 | Common Stock |
| Performance Stock Unit | \$ 0 | 03/15/2019 | | A | 312,500 | 02/18/2022 ⁽⁵⁾ | 02/18/2022 | Common Stock |
| RSU Award | \$ 0 | 03/16/2019 | | M | 39,520 | 03/16/2019 ⁽⁶⁾ | 03/16/2021 | Common Stock |
| RSU Award | \$ 0 | 03/15/2019 | | A | 156,250 | 03/15/2020 ⁽⁶⁾ | 03/15/2022 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| rahim rami 1133 INNOVATION WAY SUNNYVALE, CA 94089 | X | | Chief Executive Officer | |

Signatures

By: Robert Mobassaly: Attorney in Fact For: Rami Rahim 03/19/2019

__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 transfer of shares to the Rahim Family Trust from the reporting person immediately upon vesting of the Restricted Stock Unit and/or Performance Stock Unit.
- (3) 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 2019 fiscal year, as determined by the Compensation Committee of the Board. The

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executive can earn either 0% or 100% of the target shares that will vest 50% each year over a two year period.

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

Represents the maximum quantity of shares issuable. The exact number of shares issuable with respect to the performance award will be

(5) determined based on achievement of certain Company performance targets over 3 years. The executive can earn between 0% and 200% of the target shares. No shares vest or are issued until after the performance period.

(6) 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.

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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