

JOHNSON KEVIN R
Form 4
February 24, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON KEVIN R

(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)

02/20/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	02/20/2009		M	(A) or (D) Amount 33,600 (1)	Price \$ 0 (2)	97,600	D
Common Stock	02/20/2009		F	12,251 (3)	\$ 14.68	85,349	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)

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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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.68	02/20/2009		A	300,000	02/20/2010 ⁽⁴⁾ 02/20/2016	Common Stock
Performance Shares	\$ 0 ⁽²⁾	02/20/2009		A	200,000	03/01/2012 ⁽⁶⁾ 03/01/2012	Common Stock
Performance Shares	\$ 0 ⁽²⁾	02/20/2009		M	33,600 ⁽¹⁾	02/20/2009 ⁽⁷⁾ 03/01/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON KEVIN R 1194 NORTH MATHILDA AVENUE SUNNYVALE, CA 94089	Chief Executive Officer

Signatures

By: Mitchell L. Gaynor, Attorney-in-Fact For: Kevin R. Johnson 02/24/2009

__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 performance 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 in thirty six successive equal monthly installments thereafter.
- (5) Column 8 is not an applicable reportable field.
- (6) The performance shares vest based on achievement of specific performance objectives over a three year period. The amount of performance shares earned is based on the achievement of annual performance targets established for that year. The number of shares represents the maximum quantity of shares issuable.
- (7) The Performance Unit vests upon determination of the number of shares based on achievement of certain Company performance targets following the fiscal year end.

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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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