

DENHOLM ROBYN M
Form 4
August 17, 2009

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 *
DENHOLM ROBYN M

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|----------|
| | | | Code | V | Amount (A) or Price (D) | | | | |
| Common Stock | 08/14/2009 | | J | | 22,500 (1) | A | \$ 0 (2) 22,500 | D | |
| Common Stock | 08/17/2009 | | S | | 8,044 (3) | D | \$ 24.1 14,456 | D | |
| Common Stock | 08/17/2009 | | G | | 14,456 (4) | D | \$ 0 0 | D | |
| Common Stock | 08/17/2009 | | J | | 14,456 (4) | A | \$ 0 14,456 | I | by 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| RSU Award | \$ 0 | 08/14/2009 | | M | 22,500 | 08/14/2009 ⁽⁵⁾ 08/14/2010 | Common Stock 22,500 |

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

08/17/2009

__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 RSU award.

(2) This is a full value award.

(3) Represents shares sold to satisfy the payment of applicable income and payroll withholding taxes due on RSU release.

(4) Represents shares transferred to The Robyn M. Denholm Trust over which the reporting person exercises investment and voting control.

(5) This award will vest 50 percent of the shares on the second anniversary of the grant date and the remaining 50 percent on the third anniversary of the grant date.

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

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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