

SINDHU PRADEEP

Form 4

August 28, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SINDHU PRADEEP

(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)
08/26/2008

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)

CTO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/26/2008		S		20,000	D \$ 25.2515 (1)	1,498,780	I	by Family LP
Common Stock	08/27/2008		S		20,000	D \$ 25.5	1,478,780	I	by Family LP
Common Stock	08/28/2008		S		40,000	D \$ 25.875 (2)	1,438,780	I	by Family LP
Common Stock							1,608,689	D	
Common Stock							3,080,070	I	by Family Trust

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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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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
				Code V	(A) (D)	Date Exercisable Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 30.3542 ⁽³⁾	08/26/2008		D	1,080,000	01/01/2003 10/04/2009	Co S
Non-Qualified Stock Option (right to buy)	\$ 47.8334 ⁽³⁾	08/26/2008		A	1,080,000	01/01/2003 10/04/2009	Co S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINDHU PRADEEP 1194 NORTH MATHILDA AVENUE SUNNYVALE, CA 94089	X		CTO	

Signatures

By: Mitchell L. Gaynor, Attorney in Fact For: Pradeep Sindhu 08/28/2008

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) The sale price represents the weighted average sale price in the range of 25.25 to 25.28 per share. The Company can provide the full information regarding the number of shares sold at each separate price upon further request.
- (2) The sale price represents the weighted average sale price in the range of 25.75 to 26.00 per share. The Company can provide the full information regarding the number of shares sold at each separate price upon further request.

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- The holder of this award agreed to increase the exercise price of this option to the fair market value of Juniper common stock on the
- (3) deemed date of grant as determined for financial accounting purposes. This increase is reflected on this form as a cancellation of the old option and a grant of a replacement option.
- (4) 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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