#### JOHNSON KEVIN R

Form 4

February 16, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON KEVIN R				2. Issue Symbol	r Name <b>an</b>	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)					WORKS INC [JNPR]	(Check all applicable)					
	(Last)	(First)	(Mildule)			Transaction	<b>D</b>	100	0		
				`	Day/Year)			10%			
	1194 NORT	'H MATHILDA		02/14/2	2012		_X_ Officer (give below)	below)	er (specify		
AVENUE							Chief Executive Officer				
							Sinci Zincourie Officer				
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person				
SUNNYVALE, CA 94089							Form filed by More than One Reporting				
	5011111111	LL, C/17 1007					Person				
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature		
	Security	(Month/Day/Year)	Execution	n Date, if	Transact	ion(A) or Disposed of (D)	Securities	Ownership	Indirect		
	(Instr. 3)		any	,	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial		

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	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(1119111 1)
Common Stock	02/14/2012		M	86,400 (1)	A	\$ 0	303,159	D	
Common Stock	02/14/2012		F	35,900 (2)	D	\$ 22.57	267,259	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	e Conve	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		tive	Expiration Date		Underlying Secu	
Security	or Exe	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price o	f		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of		·			
	Deriva	tive									
	Securit	y				(D)					
						(Instr. 3, 4,					
						and 5)					
											An
								D . E . 11	Expiration	TT'-1	or
								Date Exercisable	Date	Title	Nu
					Code V	(A)	(D)				of
Perform	nance \$	)	02/14/2012		M	8	36,400	02/14/2012(3)	03/01/2013	Common	86
Charac	Ψ	9	02/11/2012		111	U	,0,.00	02/11/2012_	05/01/2015	Stools	0,4

## **Reporting Owners**

2.

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

JOHNSON KEVIN R 1194 NORTH MATHILDA AVENUE SUNNYVALE, CA 94089

Chief Executive Officer

6. Date Exercisable and

7. Title and Amo

Stock

## **Signatures**

1. Title of

Shares

By: Mitchell L. Gaynor, Attorney in Fact For: Kevin
Johnson
02/16/2012

\*\*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 shares withheld from the released share award for the payment of applicable income and payroll withholding taxes due on release.
- (3) Following each fiscal year the number of shares the reporting person will receive with respect to that fiscal year will be calculated and the resulting shares will be fully vested.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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