FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ON	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  ROGERS GARY A						2. Issuer Name <b>and</b> Ticker or Trading Symbol SONUS NETWORKS INC [ SONS ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last)							3. Date of Earliest Transaction (Month/Day/Year) 06/06/2003									er (give title Other (		(specify	
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)				
(City)	(St	ate) (.	Zip)												For	m filed by One Reporting Person m filed by More than One Reporting son			
		Tabl	e I - Non	-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or E	3ene	eficia	lly Owr	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execution Date,		Transaction Disposed Code (Instr. 5)		ties Acquired (A) o d Of (D) (Instr. 3, 4 a			Secu Bene	ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	v	Amount	(A) (D)	or	Price	Trans	action(s) a and 4)	tion(s)		
Common Stock 06/06/					/2003	2003		G		9,175	]	o	0.00	1,2	29,224 <sup>(2)(3)</sup>	D			
		Та	ble II - D								sed of, onvertib				Owne	d			
1. Title of Derivative Security (Instr. 3)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) Execution Date, if any		Date, y/Year)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe of Title Shares		ount	8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

## **Explanation of Responses:**

- 1. Mr. Rogers gifted these shares and, as such, no consideration was received.
- 2. Includes shares of restricted stock that are subject to repurchase by the issuer if Mr. Rogers ceases to be employed by SONS. The right of repurchase on the common stock lapses over time depending upon the purchase date of the restricted stock and the respective purchase agreements.
- 3. Mr. Rogers also holds 356,883 shares of common stock indirectly. These 356,883 shares are held by three trusts for the benefit of Mr. Rogers' family and minor children. Mr. Rogers disclaims any beneficial interest in these 356,883 shares except to the extent of his pecuniary interests therein.

/s/ Charles J. Gray

06/09/2003

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.