FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OIVID APPROVAL							
	OMB Number:	3235-0287						
l	Estimated average but	rden						

0.5

Ownership

(Instr. 4)

hours per response:

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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person\* **SONUS NETWORKS INC** [ SONS ] (Check all applicable) Scarfo Anthony Director Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) SVP, Technology Development 03/15/2013 C/O SONUS NETWORKS, INC. 4 TECHNOLOGY PARK DRIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person 01886 **WESTFORD** MA Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 1. Title of Security (Instr. 3) 7. Nature of 6. Ownership 3. Transaction Form: Direct Indirect if any (Month/Day/Year) (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect (I) (Instr. 4) Beneficial

8)

Code

## 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. Transa Code ( 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$2.51	03/15/2013		A		200,000		(1)	03/15/2023	Common Stock	200,000	\$0	200,000	D	

## **Explanation of Responses:**

1. 25% of the shares underlying this option vests on March 15, 2014. The remaining 75% of the shares underlying this option will then vest in equal monthly increments for the following 36 months through March

### Remarks:

Anthony Scarfo

(A) or (D)

Price

03/19/2013

\* Signature of Reporting Person

Date

Owned Following

Transaction(s) (Instr. 3 and 4)

Reported

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.