FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

D.C. 20549	
J.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

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*  GREENQUIST MARK T						2. Issuer Name and Ticker or Trading Symbol SONUS NETWORKS INC [ SONS ]									II applicat Director	10% Owner		vner		
(Last) (First) (Middle) C/O SONUS NETWORKS, INC. 4 TECHNOLOGY PARK DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 03/16/2015									Officer (g below)		FO	below)	респу	
(Street) WESTFORD MA 01886					4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(Sta	te) (	Zip)																	
		Ta	ble I - Noi	n-Deri	vativ	re Se	curities	Acq	uired,	Dis	posed of	, or Ber	eficial	ly Ov	vned					
Date				n/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securiti Disposed	es Acquire Of (D) (Inst	d (A) or r. 3, 4 and	5. Amount Securities Beneficiall Owned Fo Reported		,	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	T	ransaction Instr. 3 and				(instr. 4)	
Common Stock				03/1	16/2015				A		48,750	(1) A	\$(	\$0 127,		843		D		
			Table II -				urities A Is, warra							Own	ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	ate,	l. Transaction Code (Instr. B)		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 an of Securit Underlyin Security ( 4)	ies g Derivat	Deriva		9. Number derivativ Securitie Beneficia Owned Following Reported	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				(	Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount Number Shares	er of		ion(s)				
Performance- Based Restricted Stock Units (PSUs)	(2)	03/16/2015			A		16,250 <sup>(2)</sup>		(3)		(3)	Common Stock	16,250	) <sup>(2)</sup>	\$0	\$0 16,250 <sup>(2</sup>		D		

#### **Explanation of Responses:**

- 1. These are restricted shares of Common Stock that vest over a three-year period as follows: one-third of the shares shall vest on March 16, 2016. The remaining two-thirds of the shares shall vest in four equal increments semi-annually thereafter through March 16, 2018.
- 2. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) shares to 120% of the target number of shares reported in columns 7 and 9 of this report.
- 3. The PSUs will vest, if at all, on March 16, 2016, March 16, 2017 and March 16, 2018.

## Remarks:

Mark T. Greenquist 03/17/2015

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.