

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>AHMED HASSAN</u> _____ (Last) (First) (Middle) <u>C/O SONUS NETWORKS, INC.</u> <u>7 TECHNOLOGY PARK DRIVE</u> _____ (Street) <u>WESTFORD MA 01886</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SONUS NETWORKS INC [SONS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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 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 Transaction(s) (Instr. 4)	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				
Employee Stock Option (right to buy)	\$4.47	08/02/2007		D		1,250,000		(1)(2)	06/16/2013	Common Stock	1,250,000	(1)(2)	750,000	D	
Employee Stock Option (right to buy)	\$4.79	08/02/2007		A		1,250,000		(1)(2)	06/16/2013	Common Stock	1,250,000	(1)(2)	1,250,000	D	

Explanation of Responses:

1. In a Form 4 filed on 6/18/03, the reporting person reported that, on 6/16/03, he was granted an employee stock option covering 2,000,000 shares of common stock, having an exercise price of \$4.47 a share (the market price at the close of the stock on 6/16/03), and vesting 25% after 1 year and in equal increments monthly thereafter through the 4th year beginning 6/16/03. It was recently determined that the appropriate measurement date for financial accounting purposes of the grant of that option was 6/18/03 on which the closing price of the issuer's stock was \$4.79 a share. To avoid adverse tax consequences resulting from the vesting of a "discounted option" after 12/31/04, the reporting person and the issuer agreed on 12/26/06, as reported on a Current Report on Form 8-K dated 12/29/06 to amend any options subject to Section 409A to provide that, (cont'd)

2. with respect to the portion of any such option vesting after 12/31/04 (representing 1,250,000 shares), the option will have an exercise price equal to the \$4.79 market price at the close on the corrected date of grant of that option. On 8/2/07, the issuer filed its Annual Report on Form 10-K for the year ended 12/31/06. In connection with this filing, the issuer concluded that the appropriate measurement date for financial accounting purposes for the grant was 6/18/03 with an exercise price of \$4.79. The amendment is reported in this Form 4 as a cancellation of a portion of the original option and the grant of a replacement option. In connection with the amendment, the reporting person became entitled to receive, on January 15, 2008, a cash payment of \$400,000, which is the amount of the increase in the aggregate exercise price of the replacement option. The original option remains exercisable for 750,000 shares at the original exercise price of \$4.47 a share.

Remarks:

Charles J. Gray as attorney-in-
fact for Hassan M. Ahmed 10/02/2007

** 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.