SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.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. <i>See</i> Instruction 1(b).	
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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

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	OMB Number:	3235-0287
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	hours per response:	0.5

I I. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol SONUS NETWORKS INC [SONS]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner		
(Last) (First) C/O SONUS NETWORKS, INC		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2007		Officer (give title below)	Other (specify below)		
7 TECHNOLOGY PARK DRIVE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	ridual or Joint/Group Filir	al or Joint/Group Filing (Check Applicable		
(Street)				X	Form filed by One Rep	oorting Person		
WESTFORD	MA	01886			Form filed by More that Person	an One Reporting		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, if any (Month/Day/Year)				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

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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)		of I		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				
Stock Option (right to buy)	\$6.1	12/17/2007		A		40,000		(1)	12/17/2017	Common Stock	40,000	\$0	40,000	D	

Explanation of Responses:

1. The option vests as to 25% of the shares one year from grant date and then, as to the remaining 75% of the shares, in equal monthly increments for the following 36 months. **Remarks:**

Charles J. Gray as attorney-infact for Paul J. Severino

12/18/2007

Date

** Signature of Reporting Person

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.