

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DOLAN RAYMOND P</u>  (Last) (First) (Middle) <u>C/O SONUS NETWORKS, INC.</u> <u>4 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>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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			
Common Stock	03/16/2012		A		250,000 <sup>(1)</sup>	A	\$0	255,000 <sup>(2)</sup>	D	
Common Stock	03/16/2012		A		633,350 <sup>(3)(4)</sup>	A	\$0	888,350	D	
Common Stock	03/16/2012		A		166,650 <sup>(5)</sup>	A	\$0	1,055,000	D	

**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)	\$2.92	03/16/2012		A		625,000		(6)	03/16/2022	Common Stock	625,000	\$0	625,000	D	

**Explanation of Responses:**

- Subject to the continued employment of the Reporting Person, these are restricted shares of Common Stock that vest as follows: 93,750 shares on March 16, 2012; and 31,250 shares on each of October 12, 2012; March 12, 2013; October 12, 2013; March 12, 2014; and October 12, 2014.
- Includes 2,500 shares of common stock acquired on February 29, 2012 pursuant to the terms of the Issuer's Amended and Restated 2000 Employee Stock Purchase Plan.
- The vesting of the 633,350 share grant is subject to the achievement of the Issuer's performance level for 2012 and the continued employment of the Reporting Person. 633,350 shares are subject to performance vesting. If all 633,350 shares are earned, (i) 333,350 of such 633,350 shares will vest as follows: one third of the shares that becomes performance vested will vest on the date the Issuer reports its financial results by which the achievement of 2012 performance metrics can be determined and an additional one-third of such shares will vest on each of October 12, 2013 and October 12, 2014; and (ii) 300,000 of such 633,350 shares will vest as follows: 25% of the shares that becomes performance vested will vest on the date the Issuer reports its financial results by which the achievement of 2012 performance metrics can be determined, and an additional 25% of such shares
- will vest on each of March 16, 2013; March 16, 2014 and March 16, 2015. If less than all of these 633,350 shares is earned, the earned shares will vest on the foregoing 3-year and 4-year schedules in the same relative proportions.
- The vesting of the 166,650 share grant is generally subject to the metrics and the vesting schedule to be determined by the Compensation Committee of the Board of Directors of the Issuer in its sole discretion.
- 25% of the shares underlying this option vests on March 16, 2013. The remaining 75% of the shares underlying this option will then vest in equal monthly increments for the following 36 months through March 16, 2016.

**Remarks:**

Raymond P. Dolan

03/20/2012

\*\* 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.