

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	
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1. Name and Address of Reporting Person* <u>Polizzi Peter</u> (Last) (First) (Middle) C/O SONUS NETWORKS, INC. 4 TECHNOLOGY PARK DRIVE (Street) WESTFORD MA 01886 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, Global Services
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015	
	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	02/24/2015		S		452	D	\$16.903	23,496	D	
Common Stock	02/25/2015		M		5,625	A	\$12	29,121	D	
Common Stock	02/25/2015		M		792	A	\$14.45	29,913	D	
Common Stock	02/25/2015		M		4,792	A	\$12.55	34,705	D	
Common Stock	02/25/2015		M		8,333	A	\$16.5	43,038	D	
Common Stock	02/25/2015		S		16,429	D	\$17	26,609	D	
Common Stock	02/25/2015		S		2,913	D	\$17.01	23,696	D	
Common Stock	02/25/2015		S		200	D	\$17.02	23,496	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				
Stock Option (right to buy)	\$12 ⁽¹⁾	02/25/2015		M		5,625 ⁽¹⁾		(2)	12/15/2021	Common Stock	5,625 ⁽¹⁾	\$0	3,125 ⁽¹⁾	D	
Stock Option (right to buy)	\$14.45 ⁽¹⁾	02/25/2015		M		792 ⁽¹⁾		(3)	03/15/2022	Common Stock	792 ⁽¹⁾	\$0	542 ⁽¹⁾	D	
Stock Option (right to buy)	\$12.55 ⁽¹⁾	02/25/2015		M		4,792 ⁽¹⁾		(4)	03/15/2023	Common Stock	4,792 ⁽¹⁾	\$0	5,208 ⁽¹⁾	D	
Stock Option (right to buy)	\$16.5 ⁽¹⁾	02/25/2015		M		8,333 ⁽¹⁾		(5)	06/17/2023	Common Stock	8,333 ⁽¹⁾	\$0	11,667 ⁽¹⁾	D	

Explanation of Responses:

- Adjusted to reflect the 1-for-5 reverse stock split of the Common Stock of the Issuer that was made effective on the NASDAQ Global Select Market as of the commencement of trading on January 30, 2015.
- 25% of the shares underlying this option vested on November 30, 2012. The remaining 75% of the shares underlying this option then vests in equal monthly increments for the following 36 months through November 30, 2015.
- 25% of the shares underlying this option vested on March 15, 2013. The remaining 75% of the shares underlying this option then vests in equal monthly increments for the following 36 months through March 15, 2016.
- 25% of the shares underlying this option vested on March 15, 2014. The remaining 75% of the shares underlying this option then vests in equal monthly increments for the following 36 months through March 15, 2017.
- 25% of the shares underlying this option vested on June 17, 2014. The remaining 75% of the shares underlying this option then vests in equal monthly increments for the following 36 months through June 17, 2017.

Remarks:

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.