

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ABBOTT TODD</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP of Worldwide Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2012</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			
Common Stock	03/16/2012		A		125,000 ⁽¹⁾	A	\$0	127,500 ⁽²⁾	D	
Common Stock	03/16/2012		A		316,675 ⁽³⁾⁽⁴⁾	A	\$0	444,175	D	
Common Stock	03/16/2012		A		83,325 ⁽⁵⁾	A	\$0	527,500	D	
Common Stock	03/16/2012		F		9,921 ⁽⁶⁾	D	\$2.92	517,579	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
Stock Option (right to buy)	\$2.92	03/16/2012		A		300,000		(7)	03/16/2022	Common Stock	300,000	\$0	300,000	D	

Explanation of Responses:

- Subject to the continued employment of the Reporting Person, these are restricted shares of Common Stock that vest as follows: 31,250 shares on March 16, 2012; and 15,625 shares on each of November 3, 2012; May 3, 2013; November 3, 2013; May 3, 2014; November 3, 2014; and May 3, 2015.
- 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 316,675 share grant is subject to the achievement of the Issuer's performance level for 2012 and the continued employment of the Reporting Person. 316,675 shares are subject to performance vesting. If all 316,675 shares are earned, (i) 166,675 of such 316,675 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 May 3, 2014 and May 3, 2015; and (ii) 150,000 of such 316,675 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 316, 675 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 83,325 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.
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.
- 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:

Todd Abbott 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.

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