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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b>  Ferri, Paul J.  _____ <i>(Last) (First) (Middle)</i>  c/o Matrix Partners 1000 Winter Street, Suite 4500  _____ <i>(Street)</i>  Waltham, MA 02451  _____ <i>(City) (State) (Zip)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Sonus Networks, Inc. (SONS)  _____  <b>4. Statement for Month/Year</b>  December, 2002  _____  <b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>  _____	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____  <b>5. If Amendment, Date of Original (Month/Year)</b>  _____  <b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).





