

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

|  |  |   |   |
|--|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Dillon Matthew S.</u><br><br>(Last) (First) (Middle)<br><u>C/O SONUS NETWORKS, INC.</u><br><u>7 TECHNOLOGY PARK DRIVE</u><br><br>(Street)<br><u>WESTFORD MA 01886</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>09/14/2007</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>SONUS NETWORKS INC [ SONS ]</u>   |   |
|  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP, Global Services</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

## Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 25,500  | D  |   |

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 05/27/2010      | Common Stock  | 15,938                     | 4.48   | D  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 06/16/2013      | Common Stock  | 59,376                     | 4.47   | D  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 06/16/2013      | Common Stock  | 90,624                     | 5.21   | D  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 08/27/2014      | Common Stock  | 75,000                     | 5.19   | D  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 06/17/2015      | Common Stock  | 100,000                    | 4.87   | D  |   |
| Employee Stock Option (right to buy)       | 12/21/2005   | 09/09/2015      | Common Stock  | 150,000                    | 4.91   | D  |   |
| Employee Stock Option (right to buy)       | (1)  | 01/09/2016      | Common Stock  | 100,000                    | 4.91   | D  |   |
| Employee Stock Option (right to buy)       | (2)  | 08/15/2017      | Common Stock  | 140,000                    | 5.64   | D  |   |

## Explanation of Responses:

- The option vests as to 25% of the shares one year from the grant date (January 9, 2006) and then, as to the remaining 75% of the shares, in equal monthly increments for the following 36 months.
- The option vests as to 25% of the shares one year from the grant date (August 15, 2007) and then, as to the remaining 75% of the shares, in equal monthly increments for the following 36 months.

## Remarks:

Remarks: Exhibit List -- Exhibit 24 - Power of Attorney

Charles J. Gray as Attorney-in-Fact for Matthew S. Dillon 09/24/2007

\*\* 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 5 (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.

Section 16 Power of Attorney

Know by all these presents, that the person whose signature appears below hereby constitutes and appoints each of Charles J. Gray, Vice President and General Counsel and Colette Cooke, Assistant General Counsel, of Sonus Networks, Inc. (the "Company") with full power of substitution, the undersigned's true and lawful attorneys-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and rules there under;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's reasonable discretion.

The undersigned hereby grants to the attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that neither the attorneys-in-fact nor the Company are assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company or until such attorneys-in-fact are no longer employed by Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be signed this 18th day of September, 2007.

By: /s/ Matthew S. Dillon

Name: Matthew S. Dillon

Title: VP Global Services