SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SCHOFIELD JOHN A (Last) (First) (Middle) C/O SONUS NETWORKS, INC. 7 TECHNOLOGY PARK DRIVE (Street) WESTFORD MA 01886 (City) (State) (Zip)	SONUS NETWORKS INC [SONS] 3. Date of Earliest Transaction (Month/Day/Year) 08/13/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	08/13/2010		M		12,500	A	$1.25	12,500	D	
Common Stock	08/13/2010		S		12,500	D	$3.1	0	D	
Common Stock	08/16/2010		A		5,000(1)	A	$0	5,000	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				
Stock Option (right to buy)	$1.25	08/13/2010		M			12,500	(2)	02/17/2019	Common Stock	12,500	$0	37,500	D	
Stock Option (right to buy)	$2.97	08/16/2010		A		20,000		(3)	08/16/2020	Common Stock	20,000	$0	20,000	D	

Explanation of Responses:

1. These are restricted shares of Common Stock that vest over a four-year period as follows: 25% will vest on August 16, 2011. The remaining 75% of the shares shall vest in six equal increments semi-annually thereafter.

2. 25% of the shares underlying this option vested on February 15, 2010. The remaining 75% of the shares underlying this option will then vest in equal monthly increments for the following 36 months through February 15, 2013.

3. 25% of the shares underlying this option vests on August 16, 2011. The remaining 75% of the shares underlying this option will then vest in equal monthly increments for the following 36 months through August 16, 2014.

Remarks:

John A. Schofield — ** Signature of Reporting Person

08/16/2010 — 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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