

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Riley Kevin W.</u>			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)  <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Engineering &amp; CTO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O SONUS NETWORKS, INC. 4 TECHNOLOGY PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WESTFORD MA 01886</u>								
(City) (State) (Zip)								

**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			
<u>Common Stock</u>	<u>03/16/2015</u>		<u>A</u>		<u>52,500<sup>(1)</sup></u>	<u>A</u>	<u>\$0</u>	<u>74,950</u>	<u>D</u>	

**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
<u>Performance-Based Restricted Stock Units (PSUs)</u>	<u>(2)</u>	<u>03/16/2015</u>		<u>A</u>		<u>17,500<sup>(2)</sup></u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>17,500<sup>(2)</sup></u>	<u>\$0</u>	<u>17,500<sup>(2)</sup></u>	<u>D</u>	

**Explanation of Responses:**

- These are restricted shares of Common Stock that vest over a three-year period as follows: one-third of the shares shall vest on March 16, 2016. The remaining two-thirds of the shares shall vest in four equal increments semi-annually thereafter through March 16, 2018.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) shares to 120% of the target number of shares reported in columns 7 and 9 of this report.
- The PSUs will vest, if at all, on March 16, 2016, March 16, 2017 and March 16, 2018.

**Remarks:**

Kevin W. Riley 03/17/2015  
 \*\* 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.

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.