

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2003-12-31**

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ISSUER

SONUS NETWORKS INC

CIK: **1105472** | IRS No.: **043387074** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7373** Computer integrated systems design

Mailing Address
5 CARLISLE RD
WESTFORD MA 01886

Business Address
5 CARLISLE RD
WESTFORD MA 01886
9786928999

REPORTING OWNER

MAYERSOHN JEFFREY

CIK: **1214437**
Type: **5** | Act: **34** | File No.: **000-30229** | Film No.: **04592457**

Mailing Address
C/O SONUS NET WORKS
5 CARLISLE ROAD
WESTFORD MA 01886

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this 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

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

1. Name and Address of Reporting Person MAYERSOHN JEFFREY			2. Issuer Name and Ticker or Trading Symbol SONUS NETWORKS INC [SONS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP of Customer Service		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003					
C/O SONUS NETWORKS, INC., 5 CARLISLE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) WESTFORD, MA 01886								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	07/15/2003		G	10,000	D	\$ (1)	1,073,113	D	
Common Stock	10/17/2003		G	8,500	D	\$ (1)	1,064,613	D	
Common Stock	10/22/2003		G	23,000	D	\$ (1)	1,041,613	D	
Common Stock	10/23/2003		G	2,000	D	\$ (1)	1,039,613	D	
Common Stock	10/28/2003		G	11,000	D	\$ (1)	1,028,613	D	
Common Stock	11/04/2003		G	1,500	D	\$ (1)	1,027,113 (2) (3)	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Mr. Jeff Mayersohn gifted these shares and, as such, no consideration was received.
2. Includes 2,500 shares acquired under the SONS Employee Stock Purchase Plan in July 2003.
3. Excluded from Mr. Jeff Mayersohn's holdings of common stock are certain shares held by trusts of which members of Mr. Mayersohn's family are beneficiaries. Such shares had been voluntarily reported in prior filings, but are not required to be reported and, therefore, will not be reported in this filing or in future filings.

Signatures

/s/ Charles J. Gray, Attorney-in-fact for Mr. Jeff Mayersohn

** Signature of Reporting Person

02/12/2004

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.