

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Sunrise Telecom Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

86769Y 10 5

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Paul A. Marshall		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 11,851,751	
	6.	SHARED VOTING POWER 0	
	7.	SOLE DISPOSITIVE POWER 11,851,751	
	8.	SHARED DISPOSITIVE POWER 0	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,851,751		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 23.7%		
12.	TYPE OF REPORTING PERSON (See Instructions) IN		

Item 1(a).	Name of Issuer: Sunrise Telecom Incorporated
Item 1(b).	Address of Issuer's Principal Executive Offices: 302 Enzo Drive, San Jose, California 95138
Item 2(a).	Name of Person Filing: Paul A. Marshall
Item 2(b).	Address of Principal Business Office or, if None, Residence: 302 Enzo Drive, San Jose, California 95138
Item 2(c).	Citizenship: USA
Item 2(d).	Title of Class of Securities: Common Stock
Item 2(e).	CUSIP Number: 86769Y 10 5
Item 3.	If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
(a)	<input type="checkbox"/> Broker or dealer registered under Section 15 of the Act (15 U.S.C.78o).
(b)	<input type="checkbox"/> Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	<input type="checkbox"/> Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	<input type="checkbox"/> Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e)	<input type="checkbox"/> An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
(f)	<input type="checkbox"/> An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
(g)	<input type="checkbox"/> A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
(h)	<input type="checkbox"/> A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i)	<input type="checkbox"/> A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
(j)	<input type="checkbox"/> Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

11,851,751 shares¹

(b) Percent of class:

23.7%²

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote **11,851,751**(ii) Shared power to vote or to direct the vote **0**(iii) Sole power to dispose or to direct the disposition of **11,851,751**(iv) Shared power to dispose or to direct the disposition of **0****Item 5. Ownership of Five Percent or Less of a Class.****Not Applicable****Item 6. Ownership of More than Five Percent on Behalf of Another Person.****Not Applicable****Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.****Not Applicable****Item 8. Identification and Classification of Members of the Group.****Not Applicable****Item 9. Notice of Dissolution of Group.****Not Applicable****Item 10. Certification.****Not Applicable**

¹ Includes 130,291 shares issuable upon the exercise of outstanding stock options exercisable within 60 days of December 31, 2003.

² Based on 50,076,047 shares of the Issuer's common stock outstanding as of December 31, 2003.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2004

(Date)

Paul A. Marshall

(Signature)

Paul A. Marshall
Chief Operating Officer &
Acting Chief Financial Officer

(Name/Title)