

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

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**Sunrise Telecom Incorporated**

(Name of Issuer)

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**Common Stock**

(Title of Class of Securities)

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**86769Y 10 5**

(CUSIP Number)

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**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)

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\* 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).



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

**Item 4. Ownership.**

(a) Amount beneficially owned:

**11,851,751 shares<sup>1</sup>**

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(b) Percent of class:

**23.7%<sup>2</sup>**

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

(i) Sole power to vote or to direct the vote **11,851,751**

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(ii) Shared power to vote or to direct the vote **0**

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(iii) Sole power to dispose or to direct the disposition of **11,851,751**

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(iv) Shared power to dispose or to direct the disposition of **0**

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**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**

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

<sup>2</sup> 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)