

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****SONUS PHARMACEUTICALS, INC.***(Exact name of registrant as specified in its charter)***Delaware***(State or other jurisdiction of
incorporation or organization)***95-4343413***(I.R.S. Employer
Identification No.)***22026 20th Avenue S.E., Bothell, Washington 98021**
*(Address of Principal Executive Offices) (Zip Code)***2000 STOCK INCENTIVE PLAN**
*(Full title of the plan)***Alan Fuhrman, Senior Vice President & Chief Financial Officer**
Sonus Pharmaceuticals, Inc.
22026 20th Avenue S.E.
Bothell, Washington 98021
*(Name and address of agent for service)***(425) 487-9500***(Telephone number, including area code, of agent for service)***Copy to:**
K.C. Schaaf, Esq.
Christopher D. Ivey, Esq.
Stradling Yocca Carlson & Rauth, a Professional Corporation
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000**CALCULATION OF REGISTRATION FEE**

| Title of Securities To Be Registered | Amount To Be Registered(1)(2) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.001 par value | 4,115,859 shares | \$4.99(3) | \$20,538,137(3) | \$2,197.58 |

- (1) Includes additional shares of common stock that may become issuable pursuant to the anti-dilution provisions of the 2000 Stock Incentive Plan (the "Plan").
- (2) Previously, 500,000 shares of common stock available for grant under the Plan were registered on a Registration Statement on Form S-8 on November 14, 2000 (Registration No. 333-49892) and 384,141 shares of common stock available for grant under the Plan were registered on a Registration Statement on Form S-8 on March 8, 2001 (Registration No. 333-56704). The 384,141 shares of common stock available for grant under the Plan that were registered on the Registration Statement filed on March 8, 2001 constituted a portion of the aggregate 484,141 shares registered pursuant to such Registration Statement; the remaining 100,000 shares included shares of common stock issuable pursuant to the Company's 401(K) Profit Sharing Plan and Trust.
- (3) With respect to the 4,115,859 shares of common stock registered hereby which could be issued upon exercise of the options and rights to purchase which the registrant is authorized to issue under the Plan, the aggregate offering price is estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h) on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low price reported by the Nasdaq National Market for the registrant's common stock on July 5, 2006, which was \$4.99 per share.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement relates to the registrant's 2000 Stock Incentive Plan (the "Plan"). An aggregate of 884,141 shares of the registrant's common stock issuable pursuant to the Plan has been previously registered on Form S-8 Registration No. 333-49892, filed on November 14, 2000, and Form S-8 Registration No. 333-56704, filed on March 8, 2001. In accordance with General Instruction E to Form S-8, the contents of all such Registration Statements are incorporated herein by reference. The Plan has an annual feature whereby an incremental number of shares equal to four percent of the registrant's common stock outstanding as of December 31 of each year commencing

December 31, 2000 are made available for issuance under the Plan up to a lifetime maximum of five million shares. As of the date of this Registration Statement, the total number of shares authorized under the Plan is 4,692,875.

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

| Number | Description |
|---------------|--|
| 4.1 | Sonus Pharmaceuticals, Inc. 2000 Stock Incentive Plan (the "Plan") (incorporated by reference to Exhibit 10.41 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000). |
| 4.2 | Form of Stock Option Agreement pertaining to the Plan (incorporated by reference to Exhibit 10.42 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000). |
| 4.3 | Form of Restricted Stock Purchase Agreement pertaining to the Plan (incorporated by reference to Exhibit 4.6 to the registrant's Registration Statement on Form S-8 for November 14, 2000). |
| 5.1 | Opinion of Stradling, Yocca, Carlson & Rauth, a Professional Corporation, Counsel to the Registrant. |
| 23.1 | Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (included in the Opinion filed as Exhibit 5.1). |
| 23.2 | Consent of Independent Registered Public Accounting Firm. |
| 24.1 | Power of Attorney (included on signature page to this Registration Statement at page 5). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bothell, State of Washington, on the 11th day of July, 2006.

SONUS PHARMACEUTICALS, INC.

By: /s/ Alan Fuhrman
 Alan Fuhrman
 Senior Vice President & Chief Financial Officer
 (Principal Financial Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Sonus Pharmaceuticals, Inc., do hereby constitute and appoint Michael A. Martino and Alan Fuhrman, or either of them, our true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| | | |
|---|--|---------------|
| <u>/s/ Michael A. Martino</u> Michael A. Martino | President, Chief Executive Officer and Director (Principal Executive Officer) | July 11, 2006 |
| <u>/s/ Alan Fuhrman</u> Alan Fuhrman | Senior Vice President & Chief Financial Officer (Principal Financial Officer) | July 11, 2006 |
| <u>/s/ Craig S. Eudy</u> Craig S. Eudy | Vice President, Corporate Controller (Principal Accounting Officer) | July 11, 2006 |
| <u>/s/ Michelle Burris</u> Michelle Burris | Director | July 11, 2006 |
| <u>/s/ George W. Dunbar, Jr.</u> George W. Dunbar, Jr. | Director | July 11, 2006 |
| <u>/s/ Robert E. Ivy</u> Robert E. Ivy | Director, Chairman of the Board of Directors | July 11, 2006 |
| <u>/s/ Dwight Winstead</u> Dwight Winstead | Director | July 11, 2006 |

EXHIBIT INDEX

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|-----------------------|--------------------|
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July 7, 2006

Sonus Pharmaceuticals, Inc.
22026 20th Avenue S.E.
Bothell, Washington 98021

Re: *Registration Statement on Form S-8*

Gentlemen:

At your request, we have examined the form of Registration Statement on Form S-8 (the "Registration Statement") being filed by Sonus Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of an additional 4,115,859 shares of the Company's common stock, \$.001 par value ("Common Stock"), issuable under the Company's 2000 Stock Incentive Plan (the "Plan").

We have examined the proceedings heretofore taken and are familiar with the additional proceedings proposed to be taken by the Company in connection with the authorization, issuance and sale of the securities referred to above.

Based on the foregoing, it is our opinion that the 4,115,859 shares of Common Stock to be issued under the Plan against full payment in accordance with the respective terms and conditions of the Plan will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ STRADLING, YOCCA, CARLSON & RAUTH
STRADLING, YOCCA, CARLSON & RAUTH

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Stock Incentive Plan of Sonus Pharmaceuticals, Inc. of our reports dated March 16, 2006, with respect to the financial statements of Sonus Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2005, Sonus Pharmaceuticals, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Sonus Pharmaceuticals, Inc., filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Seattle, Washington
July 6, 2006
