Nuance Communications, Inc.

Form 4 June 08, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

2. Issuer Name and Ticker or Trading

Nuance Communications, Inc.

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * John Shagoury

(First)

ONE WAYSIDE ROAD

(Street)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 06/04/2009

Symbol

[NUAN]

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner _X__ Officer (give title . _ Other (specify

below) Co-President Healthcare & Imag

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

BURLINGTON, MA 01803

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price			
Stock	06/04/2009		M	771	A	\$ 4.84	256,666	D	
Common Stock	06/04/2009		S <u>(1)</u>	771	D	\$ 13.21	255,895	D	
Common Stock	06/04/2009		M	100	A	\$ 4.84	255,995	D	
Common Stock	06/04/2009		S <u>(1)</u>	100	D	\$ 13.2	255,895	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Au Underlying Se (Instr. 3 and 4
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	298	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	400	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	2,000	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	8,000	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	500	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	700	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	100	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	4,400	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009		M	400	08/16/2005(2)	05/16/2012	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	М	5,802	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	М	200	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	М	10,350	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	М	800	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	10,377	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	1,303	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	6,270	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	500	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	200	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	4,200	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	200	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	400	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	5,320	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	200	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option	\$ 3.88	06/04/2009	M	5,752	08/16/2005(2)	05/16/2012	Common Stock

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(right to buy)							
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	100	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	100	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	5,100	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.88	06/04/2009	M	1,028	08/16/2005(2)	05/16/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.84	06/04/2009	M	4,074	03/15/2005(3)	03/15/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.84	06/04/2009	M	100	03/15/2005(3)	03/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Ketationsmps				
	Director	10% Owner	Officer	Other	

John Shagoury

ONE WAYSIDE ROAD Co-President Healthcare & Imag

Signatures

BURLINGTON, MA 01803

By: /s/ Donna Belanger For: John D.
Shagoury

06/08/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These shares were sold pursuant to a 10b5-1 Sales Plan.
- (2) These options vest quarterly in equal installments over a three-year period.
- (3) These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.

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