Nuance Communications, Inc.

Form 4 June 03, 2008

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

(Print or Type Responses)

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

1. Name and Address of Reporting Person * WISE ROBERT N

> (Last) (First) (Middle)

ONE WAYSIDE ROAD

(Street)

BURLINGTON, MA 01803

(State)

(Zip)

(City)

2. Issuer Name and Ticker or Trading

Symbol

Nuance Communications, Inc. [NUAN]

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

05/30/2008

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

SVP - Professional Services

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

					•	´ •		•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/30/2008	M	4,167	A	\$ 3.87	356,647	D	
Common Stock	05/30/2008	M	66,666	A	\$ 4.27	423,313	D	
Common Stock	05/30/2008	M	16,667	A	\$ 9.3	439,980	D	
Common Stock	05/30/2008	S	11,174	D	\$ 19.75	428,806	D	
Common Stock	05/30/2008	S	6,066	D	\$ 19.76	422,740	D	

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Common Stock	05/30/2008	S	5,493	D	\$ 19.77	417,247	D
Common Stock	05/30/2008	S	8,230	D	\$ 19.78	409,017	D
Common Stock	05/30/2008	S	17,301	D	\$ 19.79	391,716	D
Common Stock	05/30/2008	S	17,074	D	\$ 19.8	374,642	D
Common Stock	05/30/2008	S	9,639	D	\$ 19.81	365,003	D
Common Stock	05/30/2008	S	5,192	D	\$ 19.82	359,811	D
Common Stock	05/30/2008	S	1,822	D	\$ 19.83	357,989	D
Common Stock	05/30/2008	S	2,820	D	\$ 19.84	355,169	D
Common Stock	05/30/2008	S	2,122	D	\$ 19.85	353,047	D
Common Stock	05/30/2008	S	567	D	\$ 19.87	352,480	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.87	05/30/2008		M	4,167	06/10/2005(1)	03/10/2012	Common Stock
Non-Qualified	\$ 4.27	05/30/2008		M	66,666	08/31/2005(2)	08/31/2011	Common

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Stock Option (right to buy)

Non-Qualified

Stock Option \$ 9.3 05/30/2008 M 16,667 02/15/2007(3) 02/15/2013

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WISE ROBERT N ONE WAYSIDE ROAD BURLINGTON, MA 01803

SVP - Professional Services

Common

Stock

Signatures

By: /s/ Donna Belanger For: Robert
Wise

06/03/2008

**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 options vest quarterly in equal installments over a three-year period.
- (2) These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.
- (3) This option vests over a three-year period in equal installments of 1/3 on each grant anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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