

Nuance Communications, Inc.
 Form 4
 June 08, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 John Shagoury

2. Issuer Name and Ticker or Trading Symbol
 Nuance Communications, Inc.
 [NUAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Co-President Healthcare & Imag

ONE WAYSIDE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

BURLINGTON, MA 01803

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/04/2009 | | M | 771 A \$ 4.84 | 256,666 | D | |
| Common Stock | 06/04/2009 | | S ⁽¹⁾ | 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 ⁽¹⁾ | 100 D \$ 13.2 | 255,895 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (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 | M | 5,802 | 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 | 10,350 | 08/16/2005 ⁽²⁾ | 05/16/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.88 | 06/04/2009 | M | 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 |

| | | | | | | | | |
|---|---------|------------|---|-------|---------------------------|------------|--------------|--|
| (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 | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| John Shagoury ONE WAYSIDE ROAD BURLINGTON, MA 01803 | | | Co-President Healthcare & Imag | |

Signatures

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.

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.