

Nuance Communications, Inc.  
 Form 4  
 December 19, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**CHAMBERS STEVEN G**

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)  
**ONE WAYSIDE ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President Global Sales & Marke

**BURLINGTON, MA 01803**

(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/17/2012                           |  | S                              |   | 700   | D  | \$ 22.08  |
| Common Stock                    | 12/17/2012                           |  | S                              |   | 400   | D  | \$ 22.09  |
| Common Stock                    | 12/17/2012                           |  | S                              |   | 800   | D  | \$ 22.095   |
| Common Stock                    | 12/17/2012                           |  | S                              |   | 2,900   | D  | \$ 22.1   |
| Common Stock                    | 12/17/2012                           |  | S                              |   | 100   | D  | \$ 22.105   |

Edgar Filing: Nuance Communications, Inc. - Form 4

|              |            |   |        |   |            |         |   |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 12/17/2012 | S | 1,400  | D | \$ 22.11   | 428,868 | D |
| Common Stock | 12/17/2012 | S | 700    | D | \$ 22.14   | 428,168 | D |
| Common Stock | 12/17/2012 | S | 1,100  | D | \$ 22.145  | 427,068 | D |
| Common Stock | 12/17/2012 | S | 1,700  | D | \$ 22.15   | 425,368 | D |
| Common Stock | 12/17/2012 | S | 5,300  | D | \$ 22.16   | 420,068 | D |
| Common Stock | 12/17/2012 | S | 3,725  | D | \$ 22.17   | 416,343 | D |
| Common Stock | 12/17/2012 | S | 1,300  | D | \$ 22.18   | 415,043 | D |
| Common Stock | 12/17/2012 | S | 100    | D | \$ 22.185  | 414,943 | D |
| Common Stock | 12/17/2012 | S | 2,500  | D | \$ 22.19   | 412,443 | D |
| Common Stock | 12/17/2012 | S | 2,600  | D | \$ 22.2    | 409,843 | D |
| Common Stock | 12/17/2012 | S | 1,100  | D | \$ 22.205  | 408,743 | D |
| Common Stock | 12/17/2012 | S | 4,000  | D | \$ 22.21   | 404,743 | D |
| Common Stock | 12/17/2012 | S | 6,600  | D | \$ 22.22   | 398,143 | D |
| Common Stock | 12/17/2012 | S | 5,400  | D | \$ 22.23   | 392,743 | D |
| Common Stock | 12/17/2012 | S | 900    | D | \$ 22.235  | 391,843 | D |
| Common Stock | 12/17/2012 | S | 200    | D | \$ 22.2375 | 391,643 | D |
| Common Stock | 12/17/2012 | S | 5,944  | D | \$ 22.24   | 385,699 | D |
| Common Stock | 12/17/2012 | S | 3,000  | D | \$ 22.25   | 382,699 | D |
| Common Stock | 12/17/2012 | S | 1,100  | D | \$ 22.255  | 381,599 | D |
| Common Stock | 12/17/2012 | S | 11,051 | D | \$ 22.26   | 370,548 | D |
|              | 12/17/2012 | S | 395    | D | \$ 22.265  | 370,153 | D |

|              |            |                  |         |   |            |         |   |
|--------------|------------|------------------|---------|---|------------|---------|---|
| Common Stock |            |                  |         |   |            |         |   |
| Common Stock | 12/17/2012 | S                | 1,000   | D | \$ 22.27   | 369,153 | D |
| Common Stock | 12/17/2012 | S                | 1,301   | D | \$ 22.28   | 367,852 | D |
| Common Stock | 12/17/2012 | S                | 99      | D | \$ 22.2801 | 367,753 | D |
| Common Stock | 12/17/2012 | A <sup>(1)</sup> | 125,000 | A | \$ 0.001   | 492,753 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| CHAMBERS STEVEN G<br>ONE WAYSIDE ROAD<br>BURLINGTON, MA 01803 |               |           | President<br>Global Sales<br>& Marke |       |

## Signatures

By: /s/ Donna Belanger For: Steven Chambers  
12/19/2012

\_\_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).

These shares were issued pursuant to terms under a restricted stock unit agreement whereas up to 87,500 shares will vest upon (1) achievement of FY2014 performance targets and up to 37,500 shares will vest upon achievement of FY2015 performance targets. If targets are not met for applicable period the shares will be forfeited.

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.