

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | |
|-------------------------------------------|------------------------------|------------------|------------|------------------------------------------------------|-------|-----|---------------------------|-----------------|--------------|----------------------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 4,500 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 4 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 6,700 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 6 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 1,100 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 1,072 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 1,906 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 400 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 548 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 1,100 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 100 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 900 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | | 200 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option | \$ 4.84 | 06/04/2009 | M | | 496 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |

| | | | | | | | | |
|-------------------------------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|--|
| (right to buy) | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | 200 | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | 504 | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | 229 | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | 771 | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/04/2009 | M | 100 | 03/15/2005 ⁽¹⁾ | 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 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.

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