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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Arnold James Robert Jr.

[NUAN]

ONE WAYSIDE ROAD

(Street)

(First) (Middle)

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

05/30/2008

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

Nuance Communications, Inc.

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

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

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Number:

(Check all applicable)

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

Sr. Vice President & CFO

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ly 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) iomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/30/2008		M	136,000	A	\$ 4.08	377,424	D	
Common Stock	05/30/2008		S	11,200	D	\$ 19.75	366,224	D	
Common Stock	05/30/2008		S	6,102	D	\$ 19.76	360,122	D	
Common Stock	05/30/2008		S	5,510	D	\$ 19.77	354,612	D	
Common Stock	05/30/2008		S	8,653	D	\$ 19.78	345,959	D	

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Common Stock	05/30/2008	S	36,828	D	\$ 19.79 309,131	D
Common Stock	05/30/2008	S	19,308	D	\$ 19.8 289,823	D
Common Stock	05/30/2008	S	13,180	D	\$ 19.81 276,643	D
Common Stock	05/30/2008	S	5,202	D	\$ 19.82 271,441	D
Common Stock	05/30/2008	S	1,834	D	\$ 19.83 269,607	D
Common Stock	05/30/2008	S	2,828	D	\$ 19.84 266,779	D
Common Stock	05/30/2008	S	9,935	D	\$ 19.85 256,844	D
Common Stock	05/30/2008	S	2,500	D	\$ 19.86 254,344	D
Common Stock	05/30/2008	S	1,545	D	\$ 19.87 252,799	D
Common Stock	05/30/2008	S	1,225	D	\$ 19.88 251,574	D
Common Stock	05/30/2008	S	3,000	D	\$ 19.9 248,574	D
Common Stock	05/30/2008	S	4,650	D	\$ 19.91 243,924	D
Common Stock	05/30/2008	S	2,500	D	\$ 19.92 241,424	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

Non-Qualified Stock Option

(right to buy)

\$ 4.08 05/30/2008

M

136,000 09/30/2005(1) 09/30/2011

Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Arnold James Robert Jr.

ONE WAYSIDE ROAD Sr. Vice President & CFO

BURLINGTON, MA 01803

Signatures

By: /s/ Donna Belanger For: James Arnold, Jr.

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 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.

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