

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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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.

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(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

