

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.
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WISE ROBERT N

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)
05/30/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP - Professional Services

BURLINGTON, MA 01803

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/30/2008		M		4,167	A	\$ 3.87	356,647	D
Common Stock	05/30/2008		M		66,666	A	\$ 4.27	423,313	D
Common Stock	05/30/2008		M		16,667	A	\$ 9.3	439,980	D
Common Stock	05/30/2008		S		11,174	D	\$ 19.75	428,806	D
Common Stock	05/30/2008		S		6,066	D	\$ 19.76	422,740	D

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Common Stock	05/30/2008	S	5,493	D	\$ 19.77	417,247	D
Common Stock	05/30/2008	S	8,230	D	\$ 19.78	409,017	D
Common Stock	05/30/2008	S	17,301	D	\$ 19.79	391,716	D
Common Stock	05/30/2008	S	17,074	D	\$ 19.8	374,642	D
Common Stock	05/30/2008	S	9,639	D	\$ 19.81	365,003	D
Common Stock	05/30/2008	S	5,192	D	\$ 19.82	359,811	D
Common Stock	05/30/2008	S	1,822	D	\$ 19.83	357,989	D
Common Stock	05/30/2008	S	2,820	D	\$ 19.84	355,169	D
Common Stock	05/30/2008	S	2,122	D	\$ 19.85	353,047	D
Common Stock	05/30/2008	S	567	D	\$ 19.87	352,480	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)	\$ 3.87	05/30/2008		M	4,167	06/10/2005 ⁽¹⁾ 03/10/2012	Common Stock
Non-Qualified	\$ 4.27	05/30/2008		M	66,666	08/31/2005 ⁽²⁾ 08/31/2011	Common

Stock Option
(right to buy)

Stock

Non-Qualified
Stock Option
(right to buy)

\$ 9.3

05/30/2008

M

16,667

02/15/2007⁽³⁾

02/15/2013

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WISE ROBERT N ONE WAYSIDE ROAD BURLINGTON, MA 01803			SVP - Professional Services	

Signatures

By: /s/ Donna Belanger For: Robert
Wise

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 quarterly in equal installments over a three-year period.

(2) These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.

(3) This option vests over a three-year period in equal installments of 1/3 on each grant anniversary date.

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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