

Nuance Communications, Inc.
Form 4
December 19, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBERS STEVEN G

(Last) (First) (Middle)

ONE WAYSIDE ROAD

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Nuance Communications, Inc.
[NUAN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

President-SpeechWorks BU

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)
Common Stock	12/17/2007		A	Amount 4,898 (1)	(A) or (D) A \$ 0.001	514,945	D
Common Stock	12/18/2007		M	26,042	A \$ 4.31	540,987	D
Common Stock	12/18/2007		S(2)	26,042	D \$ 17.5	514,945	D
Common Stock	12/18/2007		M	60,624	A \$ 4.29	575,569	D
Common Stock	12/18/2007		S(2)	60,624	D \$ 17.5	514,945	D

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Common Stock	12/18/2007	M	88,334	A	\$ 5.46	603,279	D
Common Stock	12/18/2007	S ⁽²⁾	88,334	D	\$ 17.5	514,945	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)	\$ 4.29	12/18/2007		M	60,624	05/28/2005 ⁽³⁾ 02/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2007		M	26,042	08/15/2004 ⁽⁴⁾ 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	12/18/2007		M	88,334	05/27/2004 ⁽³⁾ 02/27/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHAMBERS STEVEN G ONE WAYSIDE ROAD BURLINGTON, MA 01803	President-SpeechWorks BU

Signatures

By: /s/ Donna Belanger For: Steven Chambers 12/19/2007

__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) Grant of restricted stock that will vest 100% on March 15, 2008.
- (2) Shares were sold pursuant to an underwritten offering.
- (3) These options vest quarterly in equal installments over a three-year period.
- (4) 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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