

Nuance Communications, Inc.  
 Form 4  
 December 19, 2006

**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 \*  
**CHAMBERS STEVEN G**

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)  
 12/15/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President-SpeechWorks BU

**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	(D)	Price
Common Stock	12/15/2006		A <sup>(1)</sup>		6,235	A	\$ 0.001
Common Stock	12/18/2006		M		10,000	A	\$ 4.31
Common Stock	12/18/2006		S		10,000	D	\$ 11.6414
Common Stock	12/18/2006		M		10,000	A	\$ 4.31
Common Stock	12/18/2006		S		10,000	D	\$ 11.6649

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Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.6876	180,750	D
Common Stock	12/18/2006	M	20,000	A	\$ 4.31	200,750	D
Common Stock	12/18/2006	S	20,000	D	\$ 11.69	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.7007	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.7045	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.7175	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.75	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.759	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.7657	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.8087	180,750	D
Common Stock	12/18/2006	M	10,000	A	\$ 4.31	190,750	D
Common Stock	12/18/2006	S	10,000	D	\$ 11.7367	180,750	D

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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)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	20,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006		M	10,000	08/15/2004 <sup>(2)</sup> 08/15/2013	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006	M	10,000	08/15/2004 <sup>(2)</sup>	08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006	M	10,000	08/15/2004 <sup>(2)</sup>	08/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.31	12/18/2006	M	10,000	08/15/2004 <sup>(2)</sup>	08/15/2013	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 12/19/2006

\_\_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) The shares are subject to a restricted stock purchase agreement. Shares will vest on March 15, 2007.

(2) 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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