

Nuance Communications, Inc.
 Form 4
 June 07, 2007

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)
 ONE WAYSIDE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/05/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Productivity Apps

BURLINGTON, MA 01803
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (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 | Amount or Number of Shares | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 1,600 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 1,400 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 200 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 1,000 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 100 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 2,900 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 2 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 4,540 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 4 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 1,100 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 300 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.84 | 06/05/2007 | M | | 2,500 | | 03/15/2005 ⁽¹⁾ | 03/15/2011 | Common Stock | 2 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

John Shagoury
ONE WAYSIDE ROAD
BURLINGTON, MA 01803

President - Productivity Apps

Signatures

By: /s/ Donna Belanger For: John
Shagoury

06/07/2007

__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) 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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