

Nuance Communications, Inc.  
 Form 4  
 June 12, 2009

**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)  
**06/11/2009**

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

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/11/2009		M	1,183 A \$ 4.29	587,638	D	
Common Stock	06/11/2009		S	1,183 D \$ 14.17	586,455	D	
Common Stock	06/11/2009		M	917 A \$ 5.46	587,372	D	
Common Stock	06/11/2009		S	917 D \$ 14.17	586,455	D	
Common Stock	06/11/2009		M	2,100 A \$ 5.46	588,555	D	

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Common Stock	06/11/2009	S	2,100	D	\$ 14.18	586,455	D
Common Stock	06/11/2009	M	5,300	A	\$ 5.46	591,755	D
Common Stock	06/11/2009	S	5,300	D	\$ 14.19	586,455	D
Common Stock	06/11/2009	M	6,920	A	\$ 5.46	593,375	D
Common Stock	06/11/2009	S	6,920	D	\$ 14.2	586,455	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	06/11/2009		M	5,551	05/28/2005 <sup>(1)</sup> 02/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.29	06/11/2009		M	600	05/28/2005 <sup>(1)</sup> 02/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.29	06/11/2009		M	1,000	05/28/2005 <sup>(1)</sup> 02/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.29	06/11/2009		M	1,183	05/28/2005 <sup>(1)</sup> 02/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009		M	17,720	05/27/2004 <sup>(1)</sup> 02/27/2011	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	17,430	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	500	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	14,813	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	1,000	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	3,600	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	9,400	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	9,500	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	10,796	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	6,304	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	1,900	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	1,800	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	917	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	2,100	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/11/2009	M	5,300	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock
Non-Qualified Stock Option	\$ 5.46	06/11/2009	M	6,920	05/27/2004 <sup>(1)</sup>	02/27/2011	Common Stock

(right to buy)

## Reporting Owners

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

## Signatures

By: /s/ Donna Belanger For: Steven  
Chambers 06/12/2009

\_\_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.

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