

Nuance Communications, Inc.
Form 4
March 23, 2011

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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Number: 3235-0287
Expires: January 31,
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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)
03/22/2011

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)
Executive VP Worldwide Sales &

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/22/2011		M ⁽¹⁾		25,000	A	\$ 16.41	752,248	D
Common Stock	03/22/2011		S ⁽¹⁾		2,000	D	\$ 17.4	750,248	D
Common Stock	03/22/2011		S ⁽¹⁾		1,800	D	\$ 17.46	748,448	D
Common Stock	03/22/2011		S ⁽¹⁾		2,392	D	\$ 17.47	746,056	D
Common Stock	03/22/2011		S ⁽¹⁾		6,267	D	\$ 17.48	739,789	D

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Common Stock	03/22/2011	<u>S(1)</u>	2,000	D	\$ 17.49	737,789	D
Common Stock	03/22/2011	<u>S(1)</u>	2,601	D	\$ 17.5	735,188	D
Common Stock	03/22/2011	<u>S(1)</u>	200	D	\$ 17.51	734,988	D
Common Stock	03/22/2011	<u>S(1)</u>	4,199	D	\$ 17.52	730,789	D
Common Stock	03/22/2011	<u>S(1)</u>	1,500	D	\$ 17.54	729,289	D
Common Stock	03/22/2011	<u>S(1)</u>	1,800	D	\$ 17.55	727,489	D
Common Stock	03/22/2011	<u>S(1)</u>	2,300	D	\$ 17.56	725,189	D
Common Stock	03/22/2011	<u>S(1)</u>	1,400	D	\$ 17.57	723,789	D
Common Stock	03/22/2011	<u>S(1)</u>	1,710	D	\$ 17.58	722,079	D
Common Stock	03/22/2011	<u>S(1)</u>	1,900	D	\$ 17.59	720,179	D
Common Stock	03/22/2011	<u>S(1)</u>	1,400	D	\$ 17.6	718,779	D
Common Stock	03/22/2011	<u>S(1)</u>	500	D	\$ 17.61	718,279	D
Common Stock	03/22/2011	<u>S(1)</u>	500	D	\$ 17.62	717,779	D
Common Stock	03/22/2011	<u>S(1)</u>	500	D	\$ 17.63	717,279	D
Common Stock	03/22/2011	<u>S(1)</u>	1,000	D	\$ 17.64	716,279	D
Common Stock	03/22/2011	<u>S(1)</u>	90	D	\$ 17.65	716,189	D
Common Stock	03/22/2011	<u>S(1)</u>	2,000	D	\$ 17.7	714,189	D
Common Stock	03/22/2011	<u>S(1)</u>	2,000	D	\$ 17.73	712,189	D
Common Stock	03/22/2011	<u>S(1)</u>	1,000	D	\$ 17.78	711,189	D

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

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SEC 1474
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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)	\$ 16.41	03/22/2011		M ⁽¹⁾	25,000	04/16/2008 ⁽²⁾	04/16/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHAMBERS STEVEN G ONE WAYSIDE ROAD BURLINGTON, MA 01803	Executive VP Worldwide Sales &

Signatures

By: /s/Donna M. Belanger For: Steven Chambers 03/23/2011

__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 shares were sold pursuant to a 10b5-1 Sales Plan.

(2) 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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