Edgar Filing: Nuance Communications, Inc. - Form 4

Nuance Communications, Inc. Form 4 January 03, 2008

January 03, 2	2008										
FORM	14					~			OMB AF	PROVAL	
	• • UNITED) STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to	ger STATE									January 31, 2005	
Subject to Section 1 Form 4 o		SECURITIES						Estimated average burden hours per response			
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns inue. Section 17	(a) of the	Public U		ling Con	npany	Act of	e Act of 1934, 1935 or Section 0			
(Print or Type I	Responses)										
Arnold James Robert Jr. Syn Nu			2. Issue Symbol	r Name and	Ticker or	Tradin	g	5. Relationship of Reporting Person(s) to Issuer			
			Nuance Communications, Inc. [NUAN]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/E 12/31/2	-	ansaction			Director X Officer (give below)	title Other below)	Owner er (specify	
				Amendment, Date Original				Sr. Vice President & CFO			
				nth/Day/Year	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
BURLING	TON, MA 01803	3						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative (Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3, 4	sposed	of (D)	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	12/31/2007			A <u>(1)</u>	12,500	A	\$ 0.001	192,901	D		

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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Arnold James Robert Jr. ONE WAYSIDE ROAD BURLINGTON, MA 01803			Sr. Vice President & CFO					
Signatures								
By: /s/ Donna Belanger For: Ja Arnold, Jr.	ames		01/03/2008					
<u>**</u> Signature of Reporting Perso	on		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 issued pursuant to a Restricted Stock Unit Purchase Agreement with the Company and will vest on September 30, 2008 only if the performance targets are achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.