

Nuance Communications, Inc.
Form 4
December 19, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President-SpeechWorks BU

ONE WAYSIDE ROAD

(Street)

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

BURLINGTON, MA 01803

(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 or Price | | |
| Common Stock | 12/17/2007 | | A | | 4,898 (1) | A | \$ 0.001 514,945 D |
| Common Stock | 12/18/2007 | | M | | 26,042 | A | \$ 4.31 540,987 D |
| Common Stock | 12/18/2007 | | S(2) | | 26,042 | D | \$ 17.5 514,945 D |
| Common Stock | 12/18/2007 | | M | | 60,624 | A | \$ 4.29 575,569 D |
| Common Stock | 12/18/2007 | | S(2) | | 60,624 | D | \$ 17.5 514,945 D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|---------|---------|---|
| Common Stock | 12/18/2007 | M | 88,334 | A | \$ 5.46 | 603,279 | D |
| Common Stock | 12/18/2007 | S ⁽²⁾ | 88,334 | D | \$ 17.5 | 514,945 | 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.

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 (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 | 12/18/2007 | | M | 60,624 | 05/28/2005 ⁽³⁾ 02/29/2012 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.31 | 12/18/2007 | | M | 26,042 | 08/15/2004 ⁽⁴⁾ 08/15/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.46 | 12/18/2007 | | M | 88,334 | 05/27/2004 ⁽³⁾ 02/27/2011 | 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 12/19/2007

__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) Grant of restricted stock that will vest 100% on March 15, 2008.
- (2) Shares were sold pursuant to an underwritten offering.
- (3) These options vest quarterly in equal installments over a three-year period.
- (4) 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. 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.