

Nuance Communications, Inc.
 Form 4
 December 19, 2012

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)
 12/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President Global Sales & Marke

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 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 | 12/17/2012 | | S | | 700 | D | \$ 22.08 |
| Common Stock | 12/17/2012 | | S | | 400 | D | \$ 22.09 |
| Common Stock | 12/17/2012 | | S | | 800 | D | \$ 22.095 |
| Common Stock | 12/17/2012 | | S | | 2,900 | D | \$ 22.1 |
| Common Stock | 12/17/2012 | | S | | 100 | D | \$ 22.105 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 12/17/2012 | S | 1,400 | D | \$ 22.11 | 428,868 | D |
| Common Stock | 12/17/2012 | S | 700 | D | \$ 22.14 | 428,168 | D |
| Common Stock | 12/17/2012 | S | 1,100 | D | \$ 22.145 | 427,068 | D |
| Common Stock | 12/17/2012 | S | 1,700 | D | \$ 22.15 | 425,368 | D |
| Common Stock | 12/17/2012 | S | 5,300 | D | \$ 22.16 | 420,068 | D |
| Common Stock | 12/17/2012 | S | 3,725 | D | \$ 22.17 | 416,343 | D |
| Common Stock | 12/17/2012 | S | 1,300 | D | \$ 22.18 | 415,043 | D |
| Common Stock | 12/17/2012 | S | 100 | D | \$ 22.185 | 414,943 | D |
| Common Stock | 12/17/2012 | S | 2,500 | D | \$ 22.19 | 412,443 | D |
| Common Stock | 12/17/2012 | S | 2,600 | D | \$ 22.2 | 409,843 | D |
| Common Stock | 12/17/2012 | S | 1,100 | D | \$ 22.205 | 408,743 | D |
| Common Stock | 12/17/2012 | S | 4,000 | D | \$ 22.21 | 404,743 | D |
| Common Stock | 12/17/2012 | S | 6,600 | D | \$ 22.22 | 398,143 | D |
| Common Stock | 12/17/2012 | S | 5,400 | D | \$ 22.23 | 392,743 | D |
| Common Stock | 12/17/2012 | S | 900 | D | \$ 22.235 | 391,843 | D |
| Common Stock | 12/17/2012 | S | 200 | D | \$ 22.2375 | 391,643 | D |
| Common Stock | 12/17/2012 | S | 5,944 | D | \$ 22.24 | 385,699 | D |
| Common Stock | 12/17/2012 | S | 3,000 | D | \$ 22.25 | 382,699 | D |
| Common Stock | 12/17/2012 | S | 1,100 | D | \$ 22.255 | 381,599 | D |
| Common Stock | 12/17/2012 | S | 11,051 | D | \$ 22.26 | 370,548 | D |
| | 12/17/2012 | S | 395 | D | \$ 22.265 | 370,153 | D |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|------------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/17/2012 | S | 1,000 | D | \$ 22.27 | 369,153 | D |
| Common Stock | 12/17/2012 | S | 1,301 | D | \$ 22.28 | 367,852 | D |
| Common Stock | 12/17/2012 | S | 99 | D | \$ 22.2801 | 367,753 | D |
| Common Stock | 12/17/2012 | A ⁽¹⁾ | 125,000 | A | \$ 0.001 | 492,753 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAMBERS STEVEN G ONE WAYSIDE ROAD BURLINGTON, MA 01803 | | | President Global Sales & Marke | |

Signatures

By: /s/ Donna Belanger For: Steven Chambers
12/19/2012

__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).

These shares were issued pursuant to terms under a restricted stock unit agreement whereas up to 87,500 shares will vest upon (1) achievement of FY2014 performance targets and up to 37,500 shares will vest upon achievement of FY2015 performance targets. If targets are not met for applicable period the shares will be forfeited.

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