Dillione Janet Form 4 November 17, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person _ Dillione Janet |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer       |  |  |  |
|--|---------|----------|--|--|--|--|--|
|  |         |          | Nuance Communications, Inc. [NUAN]                 | (Check all applicable)                                 |  |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)   | Director 10% OwnerX_ Officer (give title Other (specif |  |  |  |
| ONE WAYSIDE ROAD   |         |          | 11/15/2010   | below) below) EVP and GM Healthcare Division           |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Chec               |  |  |  |
|  |         |          | Filed(Month/Day/Year)                              | Applicable Line) _X_Form filed by One Reporting Person |  |  |  |

#### BURLINGTON, MA 01803

| (City)                               | (State)                              | (Zip) <b>Tabl</b>   | e I - Non-I     | Derivative :  | Securi | ities Acqu     | iired, Disposed of   | , or Beneficiall   | y Owned   |  |
|--------------------------------------|--------------------------------------|---|-----------------|---|--------|----------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or |        |                | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 11/15/2010                           |   | Code V A        | Amount 30,000 (1)   | (D)    | Price \$ 0.001 | 283,843  | D  |   |  |
| Common<br>Stock                      | 11/15/2010                           |   | A               | 30,000<br>(2)   | A      | \$<br>0.001    | 313,843  | D  |   |  |

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

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SEC 1474

(9-02)

### Edgar Filing: Dillione Janet - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative                                       | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti  | 5.<br>orNumber   | 6. Date Exerc<br>Expiration D |                    | 7. Title        |  | 8. Price of Derivative | 9. Nu<br>Deriv |
|--|---------------|--------------------------------------|-------------------------------|------------------|--|-------------------------------|--------------------|-----------------|--|------------------------|----------------|
| Security or Exercise (Instr. 3) Price of Derivative Security |               | (Month/Day/Tear)                     | any (Month/Day/Year)          | of<br>Derivative | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |                               |                    | Underlying Secu | Security (Instr. 5)                    | ty Secur               |                |
|  |               |                                      |                               | Code V           | (A) (D)  | Date<br>Exercisable           | Expiration<br>Date | Title N         | Amount<br>or<br>Number<br>of<br>Shares |                        |                |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Dillione Janet

ONE WAYSIDE ROAD **EVP** and **GM** Healthcare Division

**BURLINGTON, MA 01803** 

## **Signatures**

By: /s/ Donna Belanger For: Janet 11/17/2010 Dillione

> \*\*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).
- Shares are subject to a Restricted Stock Unit Agreement. 50% of the Shares vest one year from date of grant and 50% of the shares vest **(1)** two years from date of grant.
- Shares are subject to a Restricted Stock Unit Agreement. Shares vest 50% for achievement of FY 2011 targets and 50% for achievement of FY2012 targets. If targets are not achieved shares will not vest.

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.

Reporting Owners 2