

Nuance Communications, Inc.
 Form 4
 June 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
BEAUDOIN THOMAS L

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)
06/03/2015

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Executive VP Finance & Chief F

BURLINGTON, MA 01803

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

(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 | (A) or (D) | Price | | | |
| Common Stock | 06/03/2015 | | M | | 16,552 | A | \$ 15.17 | 427,811 | D | |
| Common Stock | 06/03/2015 | | S ⁽¹⁾ | | 16,552 | D | \$ 17.53 | 411,259 | D | |
| Common Stock | 06/03/2015 | | M | | 4,500 | A | \$ 15.17 | 415,759 | D | |
| Common Stock | 06/03/2015 | | S ⁽¹⁾ | | 4,500 | D | \$ 17.51 | 411,259 | D | |
| Common Stock | 06/03/2015 | | M | | 65,000 | A | \$ 15.17 | 476,259 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock | 06/03/2015 | S ⁽¹⁾ | 65,000 | D | \$ 17.52 | 411,259 | D |
| Common Stock | 06/03/2015 | M | 2,200 | A | \$ 15.17 | 413,459 | D |
| Common Stock | 06/03/2015 | S ⁽¹⁾ | 2,200 | D | \$ 17.54 | 411,259 | D |
| Common Stock | 06/03/2015 | M | 6,748 | A | \$ 15.17 | 418,007 | D |
| Common Stock | 06/03/2015 | S ⁽¹⁾ | 6,748 | D | \$ 17.5153 | 411,259 | D |
| Common Stock | 06/03/2015 | M | 5,000 | A | \$ 15.17 | 416,259 | D |
| Common Stock | 06/03/2015 | S ⁽¹⁾ | 5,000 | D | \$ 17.5626 | 411,259 | D |
| Common Stock | 06/03/2015 | S ⁽¹⁾ | 4,500 | D | \$ 17.52 | 406,759 | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | | M | 16,552 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | | M | 4,500 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | | M | 65,000 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |

| | | | | | | | |
|---|----------|------------|---|-------|---------------------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | M | 2,200 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | M | 6,748 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.17 | 06/03/2015 | M | 5,000 | 07/01/2009 ⁽²⁾ | 07/01/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAUDOIN THOMAS L ONE WAYSIDE ROAD BURLINGTON, MA 01803 | | | Executive VP Finance & Chief F | |

Signatures

By: /s/ Donna Belanger For: Thomas L.
Beaudoin

06/05/2015

 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 adopted on March 2, 2015.
 - (2) These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.

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