

NUANCE COMMUNICATIONS
Form 4
September 19, 2005

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 *
QUIGLEY PHILIP

2. Issuer Name and Ticker or Trading Symbol
NUANCE COMMUNICATIONS
[NUAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2005

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

C/O NUANCE COMMUNICATIONS INC., 1380 WILLOW 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

MENLO PARK, CA 94025

(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 Ownership (Instr. 4)
Common Stock	09/15/2005		D	7,000	D <u>(1)</u> 0 <u>(1)</u>	I <u>(2)</u>	See footnote <u>(2)</u>

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

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SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Director Stock Option (Right To Buy)	\$ 2.29	09/15/2005		D	50,000	<u>(3)</u> 02/13/2013	Common Stock	50,000
Director Stock Option (Right to Buy)	\$ 2.55	09/15/2005		D	20,000	<u>(3)</u> 11/18/2012	Common Stock	20,000
Director Stock Option (Right to Buy)	\$ 4.39	09/15/2005		D	20,000	<u>(3)</u> 12/01/2014	Common Stock	20,000
Director Stock Option (Right to Buy)	\$ 6.76	09/15/2005		D	20,000	<u>(3)</u> 11/12/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUIGLEY PHILIP C/O NUANCE COMMUNICATIONS INC. 1380 WILLOW ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ Doug Neilsson,
Attorney-In-Fact

09/19/2005

**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) Disposed of pursuant to merger agreement between issuer and ScanSoft, Inc. ("ScanSoft") in exchange for (A) \$2.20 in cash and (B) 0.77 of a share of common stock of ScanSoft for each share of issuer common stock.
- (2) Shares are held by the Philip J. & Teresa Quigley Family Trust.

Each option was assumed by ScanSoft in the merger and adjusted pursuant to the merger agreement to provide for (A) 1.2199 shares of ScanSoft common stock for each share of issuer common stock subject to the option, and (B) an exercise price equal to the above exercise price divided by 1.2199. Upon closing of the merger, shares subject to each option were vested as follows: (A) 1/48th of shares subject to the option for each full month from the option grant date through the closing date for the merger, Sept. 15, 2005; plus (B) 50% of the balance of the unvested shares. 1/48th of the unvested shares subject to each option will vest on each of the monthly anniversary dates of the grant date, until fully vested.

Remarks:

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FILE

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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