Edgar Filing: NUANCE COMMUNICATIONS - Form 4

NUANCE C Form 4 December 0	COMMUNICATI 6, 2004	ONS									
FORM										PPROVAL	
FUNI		SECURITIES AND EXCHANGE COM Washington, D.C. 20549				COMMISSION	N OMB Number:	3235-0287			
Check th if no long subject to	ger STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires:	January 31, 2005	
Subject a Section 1 Form 4 c	SECURITIES					Estimated burden hou response	urs per				
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the H	Public U		ding Cor	npany	Act o	ge Act of 1934, of 1935 or Section 40	·		
(Print or Type]	Responses)										
MODCENTUALED CADY I				2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			NUANCE COMMUNICATIONS [NUAN]				٧S	(Check all applicable)			
(Last) C/O NUAN COMMUN HAMILTO	ICE ICATIONS INC.	Middle) , 1005		of Earliest Tr Day/Year) 2004	ransaction			X Director Officer (giv below)		% Owner her (specify	
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MENLO PA	ARK, CA 94025							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Da any (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect			
				Code V		(D) P	rice	(Instr. 3 and 4)			
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities benef	ficially ow	ned dire	ctly 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.

 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. Transactio Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right To Buy)	\$ 4.39	12/02/2004		A	20,000	<u>(1)</u>	12/01/2014	Common Stock	20,000	

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Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
MORGENTHALER GARY J C/O NUANCE COMMUNICATIONS 1005 HAMILTON COURT MENLO PARK, CA 94025	INC.	Х					
Signatures							
/s/ Doug Neilsson, Attorney-In-Fact	12/0)6/2004					
**Signature of Reporting Person	I	Date					
Evalenction of Deener		. .					

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) The option will vest monthly over one year, commencing 1/2/05.

Remarks:

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

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.