

SMITH LYNDA KATE
 Form 4
 September 21, 2005

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 *
 SMITH LYNDA KATE

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)
 09/13/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, CMO

C/O NUANCE COMMUNICATIONS, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| | | | Code | V | | | |
| Common Stock | 09/13/2005 | | S | | 12,000 (1) \$ 5.95 | D | 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)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 3.33 | 09/15/2005 | | D | 50,000 | <u>(2)</u> | 01/21/2015 | Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 8.1 | 09/15/2005 | | D | 75,000 | <u>(2)</u> | 01/26/2014 | Common Stock | 75,000 |
| Employee Stock Option (right to buy) | \$ 2.43 | 09/15/2005 | | D | 100,000 | <u>(2)</u> | 02/06/2013 | Common Stock | 100,000 |
| Employee Stock Option (right to buy) | \$ 8.95 | 09/15/2005 | | D | 125,000 | <u>(2)</u> | 12/20/2011 | Common Stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH LYNDA KATE C/O NUANCE COMMUNICATIONS 1380 WILLOW ROAD MENLO PARK, CA 94025 | | | VP, CMO | |

Signatures

Lynda Kate Smith by Douglas Neilsson (attorney in fact) 09/21/2005

**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) Includes 2,000 shares acquired under the Nuance Employee Stock Purchase Plan on August 18, 2005.

- 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.
- (2)

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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