

CROEN RONALD

Form 4

September 21, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROEN RONALD

(Last) (First) (Middle)

C/O NUANCE
COMMUNICATIONS INC., 1380
WILLOW ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/15/2005		D		330,333	D	<u>11</u> 0 ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly 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
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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 or Number of Shares
Director Stock Option (Right to Buy)	\$ 8.5	09/15/2005		D	388,236	<u>(2)</u>	12/16/2009	Common Stock	388,236
Director Stock Option (right to buy)	\$ 8.95	09/15/2005		D	200,000	<u>(3)</u>	12/20/2011	Common Stock	200,000
Director Stock Option (right to buy)	\$ 2.55	09/15/2005		D	40,000	<u>(3)</u>	11/18/2012	Common Stock	40,000
Director Stock Option (right to buy)	\$ 2.65	09/15/2005		D	200,000	<u>(2)</u>	01/13/2013	Common Stock	200,000
Director Stock Option (right to buy)	\$ 2.65	09/15/2005		D	160,000	<u>(3)</u>	01/13/2013	Common Stock	160,000
Director Stock Option (right to buy)	\$ 6.76	09/15/2005		D	20,000	<u>(4)</u>	11/12/2013	Common Stock	20,000
Director Stock Option (right to buy)	\$ 4.39	09/15/2005		D	20,000	<u>(4)</u>	12/02/2014	Common Stock	20,000

Director	10% Owner	Officer	Other
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CROEN RONALD
C/O NUANCE COMMUNICATIONS INC.
1380 WILLOW ROAD
MENLO PARK, CA 94025

Signatures

/s/ Doug Neilsson,
Attorney-In-Fact

Date _____

Explanation of Responses:

** 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.

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. Option is fully vested.
- (2) 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. Option is fully vested.
- (3) 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. 1/48th of shares subject to option vest on the monthly anniversary date of its vesting commencement date, and 50% of the unvested shares vest on the closing date of merger.
- (4) 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. Option vests in equal monthly amounts over 12 month period from option grant date.

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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