

Nuance Communications, Inc.
 Form 4
 June 13, 2013

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 *
 ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
 HOLDING LLC, 767 FIFTH AVE.,
 SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Nuance Communications, Inc.
 [NUAN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)
				(A) or (D)	Code V Amount (D) Price		

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)

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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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Call Option ("right to purchase")	\$ 12.3	06/11/2013		P		140,384		06/11/2013	02/20/2015	please see footnote <u>(8)</u>
Put Option ("obligation to purchase")	\$ 12.3	06/11/2013		S		140,384		02/20/2015	02/20/2015	please see footnote <u>(8)</u>
Call Option ("right to purchase")	\$ 12.3	06/12/2013		P		250,000		06/12/2013	02/20/2015	please see footnote <u>(8)</u>
Put Option ("obligation to purchase")	\$ 12.3	06/12/2013		S		250,000		02/20/2015	02/20/2015	please see footnote <u>(8)</u>
Call Option ("right to purchase")	\$ 12.3	06/13/2013		P		116,235		06/13/2013	02/20/2013	please see footnote <u>(8)</u>
Put Option ("obligation to purchase")	\$ 12.3	06/13/2013		S		116,235		02/20/2015	02/20/2015	please see footnote <u>(8)</u>

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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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