

Nuance Communications, Inc.
 Form 4
 June 24, 2013

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 *
 ICAHN CARL C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/20/2013

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

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

(Street)

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

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

NEW YORK, NY 10153

(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)	Code	V	Amount	(D)	Price

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 number.

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	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)
						Date Exercisable	Expiration Date	
Call Option ("right to purchase")	\$ 12.3	06/20/2013		P	262,005	06/20/2013	02/20/2015	see footnote (8)
Put Option ("obligation to purchase")	\$ 12.3	06/20/2013		S	262,005	02/20/2015	02/20/2015	See footnote (8)
Call Option ("right to purchase")	\$ 12.3	06/21/2013		P	333,100	06/21/2013	02/20/2015	See footnote (8)
Put Option ("obligation to purchase")	\$ 12.3	06/21/2013		S	333,100	02/20/2015	02/20/2015	See footnote (8)
Call Option ("right to purchase")	\$ 12.3	06/24/2013		P	550,229	06/24/2013	02/20/2015	see footnote (8)
Put Option ("obligation to purchase")	\$ 12.3	06/24/2013		S	550,229	02/20/2015	02/20/2015	see footnote (8)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

