## Edgar Filing: SCANSOFT INC - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <b>STATEMENT</b> <b>STATEMENT</b>	ES SECURITIES AND EXCHANGE CO Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWN SECURITIES o Section 16(a) of the Securities Exchange he Public Utility Holding Company Act of 1 h) of the Investment Company Act of 1940	ERSHIP OF Act of 1934, 935 or Section
(Print or Type Responses)		
1. Name and Address of Reporting Person PHILLIPS MICHAEL S		<ul> <li>Relationship of Reporting Person(s) to ssuer</li> <li>(Check all applicable)</li> </ul>
(Last) (First) (Middle)	3. Date of Earliest Transaction(Month/Day/Year)05/16/2005	Director 10% Owner _X Officer (give title Other (specify elow) below) CTO
(Street) PEABODY, MA 01960	Filed(Month/Day/Year)	<ul> <li>D. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>
(City) (State) (Zip)	Table I - Non-Derivative Securities Acqui	red, Disposed of, or Beneficially Owned
(Instr. 3) any	eemed 3. 4. Securities Acquired (A) ion Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) n/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm:BeneficialOwnedDirect (D)OwnershipFollowingor Indirect(Instr. 4)Reported(I)Transaction(s)(Instr. 3 and 4)(Instr. 4)
Common 05/16/2005 05/16 Stock 05/16/2005	$/2005$ S <sup>(1)</sup> 10,000 D $^{\$}_{3.8691}$	1,005,402 D
Common Stock		8,428 I by Spouse
Common Stock		34,400 I by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Non-Qualified Stock Option (right to buy)	\$ 4.31					08/15/2004 <u>(2)</u>	08/15/2013	Common Stock	250,
Non-Qualified Stock Option (right to buy)	\$ 5.67					05/24/2004 <u>(3)</u>	02/24/2011	Common Stock	75,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
L G	Director	10% Owner	Officer	Other	
PHILLIPS MICHAEL S C/O SCANSOFT, INC. 9 CENTENNIAL DRIVE PEABODY, MA 01960			СТО		
Signatures					
By: /s/ Donna M. Belanger For Phillips	: Michael		05/18/	2005	

<u>\*\*</u>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) These shares were sold pursuant to a 10b5-1 Sales Plan.
- (2) These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.
- (3) These options vest quarterly in equal installments over a three-year period.

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.