

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**
SEC Accession No. **0001290798-04-000001**

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ISSUER

SCANSOFT INC

CIK: **1002517** | IRS No.: **943156479** | State of Incorporation: **DE** | Fiscal Year End: **0103**
SIC: **7372** Prepackaged software

Mailing Address
2560 W BAYSHORE RD
PALO ALTO CA 94303

Business Address
9 CENTENNIAL DRIVE
PEABODY MA 01960
9789772000

REPORTING OWNER

John Shagoury

CIK: **1290798**
Type: **3** | Act: **34** | File No.: **000-27038** | Film No.: **04815976**

Mailing Address
C/O SCANSOFT, INC.
9 CENTENNIAL DRIVE
PEABODY MA 01832

Business Address
C/O SCANSOFT, INC.
9 CENTENNIAL DRIVE
PEABODY MA 01832
978-977-8413

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>John Shagoury</u> (Last) (First) (Middle) <u>C/O SCANSOFT, INC., 9 CENTENNIAL DRIVE</u> (Street) <u>PEABODY, MA 01832</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) <u>05/14/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>SCANSOFT INC [SSFT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>President - Productivity Apps</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>860</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/ Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Non-Qualified Stock Option (right to buy)</u>	<u>03/15/2005</u> ⁽¹⁾	<u>03/15/2011</u>	<u>Common Stock</u>	<u>400,000</u>	<u>\$4.84</u>	<u>D</u>	

Explanation of Responses:

- These options vest 25% on first anniversary date and monthly thereafter for a total 4 year vest period.

Signatures

By: /s/ Donna M. Belanger For: John Shagoury

** Signature of Reporting Person

05/18/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

AUTHORIZATION

I hereby authorize Donna Belanger, Dawn Fournier, and Jo-Anne Sinclair, or any one of them, to sign and file on my behalf any and all forms required by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") relating to the reporting of beneficial ownership of equity securities of ScanSoft, Inc. (the "Company"), and of changes in such beneficial ownership, together with any and all amendments thereto. This Authorization shall be effective on and after the date set forth below and shall continue in effect until I am no longer required to file such forms, unless earlier revoked by me in writing.

I acknowledge that the persons authorized hereunder are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

Dated as of the 13th day of May, 2004.

/s/ John Shagoury

By: John Shagoury