

Monotype Imaging Holdings Inc.
Form 4
August 04, 2008

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 *
Martin Steven R

(Last) (First) (Middle)

C/O MONOTYPE IMAGING HOLDINGS INC., 500 UNICORN PARK DRIVE

(Street)

WOBURN, MA 01801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Monotype Imaging Holdings Inc.
[TYPE]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2008

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)
VP, Engineering and Develop.

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)
				(A) or (D)	Price		
Common Stock	08/01/2008		M	A	\$ 1,365	7,120	D
Common Stock	08/01/2008		S ⁽¹⁾	D	\$ 12.03	7,020	D
Common Stock	08/01/2008		S ⁽¹⁾	D	\$ 12.05	6,920	D
Common Stock	08/01/2008		S ⁽¹⁾	D	\$ 12.12	6,820	D
	08/01/2008		S ⁽¹⁾	D		6,720	D

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Common Stock						\$ 12.16		
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.2	6,620	D	
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.22	6,520	D	
Common Stock	08/01/2008	S ⁽¹⁾	575	D	\$ 12.25	5,945	D	
Common Stock	08/01/2008	S ⁽¹⁾	500	D	\$ 12.26	5,445	D	
Common Stock	08/01/2008	S ⁽¹⁾	925	D	\$ 12.27	4,520	D	
Common Stock	08/01/2008	S ⁽¹⁾	400	D	\$ 12.28	4,120	D	
Common Stock	08/01/2008	S ⁽¹⁾	200	D	\$ 12.29	3,920	D	
Common Stock	08/01/2008	S ⁽¹⁾	200	D	\$ 12.3	3,720	D	
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.32	3,620	D	
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.34	3,520	D	
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.37	3,420	D	
Common Stock	08/01/2008	S ⁽¹⁾	100	D	\$ 12.45	3,320	D	
Common Stock	08/01/2008	S ⁽¹⁾	200	D	\$ 12.98	3,120	D	

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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F... Der... Sec... (In...
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(Instr. 3, 4,
and 5)

	Code	V	(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Stock Option (right to buy)								
\$ 1.365					(2)	06/17/2015	Common Stock	4,000
08/01/2008	M			4,000				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Martin Steven R
C/O MONOTYPE IMAGING HOLDINGS INC.
500 UNICORN PARK DRIVE
WOBURN, MA 01801

VP, Engineering and Develop.

Signatures

/s/ Janet M. Dunlap,
Attorney-in-Fact

08/04/2008

**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) The shares were sold pursuant to the terms of a 10b5-1 trading plan.

The reporting person was granted the option to purchase these shares on 06/17/2005. 25% of this option vested on 06/17/2006, with the

(2) remaining portion vesting quarterly over the following three years. As of the date of this report, the reporting person has exercised options to purchase 25,588 shares.

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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