

Dunlap Janet M
Form 4
September 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunlap Janet M

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
General Counsel and Secretary

(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

WOBURN, MA 01801

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/17/2012		M	1,996 A \$ 6.43	23,617	D	
Common Stock	09/17/2012		M	517 A \$ 8.5	24,134	D	
Common Stock	09/17/2012		M	337 A \$ 3.63	24,471	D	
Common Stock	09/17/2012		S	2,333 (4) D \$ 15.51	22,138	D	
	09/17/2012		S	517 (4) D	21,621	D	

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Common Stock					\$ 15.1777 <u>(6)</u>
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Common Stock	09/17/2012		S	210 <u>(4)</u>	D	\$ 15.14	21,411	D
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Common Stock	09/17/2012		S	2,164 <u>(5)</u>	D	\$ 15.14	19,247	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option - right to buy	\$ 6.43	09/17/2012		M	1,996	<u>(1)</u>	09/30/2016	Common Stock		1,996
Stock Option - right to buy	\$ 8.5	09/17/2012		M	517	<u>(2)</u>	12/31/2016	Common Stock		517
Stock Option - right to buy	\$ 3.63	09/17/2012		M	337	<u>(3)</u>	03/18/2019	Common Stock		337

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Dunlap Janet M
C/O MONOTYPE IMAGING HOLDING INC.
500 UNICORN PARK DRIVE
WOBURN, MA 01801

General Counsel and Secretary

Signatures

/s/ Dawn M. Rogers,
Attorney-in-Fact

09/19/2012

__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 reporting person was granted an option to purchase these shares on 9/30/2006. 25% of this option vested on 9/30/2007, with the remaining portion vesting quarterly over the following three years.
- (2) The reporting person was granted an option to purchase these shares on 12/31/2006. 25% of this option vested on 12/31/2007, with the remaining portion vesting quarterly over the following three
- (3) The reporting person was granted an option to purchase these shares on 3/18/2009. 25% of this option vested on 3/18/2010, with the remaining portion vesting quarterly over the following three years.
- (4) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (5) Automatic sale to cover the tax obligations of vested restricted stock.
- (6) The range of prices for the transactions reported on this line were \$15.14-\$15.31. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer full information on the number of shares sold at each separate price.

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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