

Monotype Imaging Holdings Inc.
Form 4
August 20, 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 *
Seguin John L

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/18/2008		M	A	812	\$ 1.365	134,355 D
Common Stock	08/18/2008		M	A	657	\$ 1.4525	135,012 D
Common Stock	08/18/2008		M	A	642	\$ 6.43	135,654 D
Common Stock	08/18/2008		S ⁽¹⁾	D	5,537	\$ 12	130,117 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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(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. Pri Deriv Secur (Instr		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 1.365	08/18/2008		M	812	<u>(2)</u>	06/17/2015	Common Stock	812	\$
Stock Option (right to buy)	\$ 1.4525	08/18/2008		M	657	<u>(3)</u>	08/25/2015	Common Stock	657	\$
Stock Option (right to buy)	\$ 6.43	08/18/2008		M	642	<u>(4)</u>	09/30/2016	Common Stock	642	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Seguin John L
C/O MONOTYPE IMAGING HOLDINGS INC.
500 UNICORN PARK DRIVE
WOBURN, MA 01801

Executive Vice President

Signatures

Janet M. Dunlap,
Attorney-in-Fact

08/20/2008

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

The reporting person was granted an option to purchase these shares on 6/17/2005. 25% of the total option vested on 6/17/2006 with the remaining portion vesting quarterly over the following three years. The option will be fully vested on 6/17/2009. As of the date of this report, the reporting person has exercised options to purchase 5,864 shares.

(2) remaining portion vesting quarterly over the following three years. The option will be fully vested on 6/17/2009. As of the date of this report, the reporting person has exercised options to purchase 5,864 shares.

The reporting person was granted an option to purchase these shares on 8/25/2005. 25% of the total option vested on 8/25/2006 with the remaining portion vesting quarterly over the following three years. The option will be fully vested on 8/25/2009. As of the date of this report, the reporting person has exercised options to purchase 4,748 shares.

(3) remaining portion vesting quarterly over the following three years. The option will be fully vested on 8/25/2009. As of the date of this report, the reporting person has exercised options to purchase 4,748 shares.

The reporting person was granted an option to purchase these shares on 9/30/2006. 25% of the total option vested on 9/30/2007 with the remaining portion vesting quarterly over the following three years. The option will be fully vested on 9/30/2010. As of the date of this report, the reporting person has exercised options to purchase 4,636 shares.

(4) remaining portion vesting quarterly over the following three years. The option will be fully vested on 9/30/2010. As of the date of this report, the reporting person has exercised options to purchase 4,636 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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