

Martin Steven R
Form 4
July 02, 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

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)
07/01/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Engineering and Develop.

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	07/01/2008		M	V	4,000	A	\$ 1.365 10,508	D
Common Stock	07/01/2008		S ⁽¹⁾		1,758	D	\$ 12 8,750	D
Common Stock	07/01/2008		S ⁽¹⁾		100	D	\$ 12.01 8,650	D
Common Stock	07/01/2008		S ⁽¹⁾		600	D	\$ 12.02 8,050	D
	07/01/2008		S ⁽¹⁾		100	D	7,950	D

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Common Stock						\$ 12.05		
Common Stock	07/01/2008	S ⁽¹⁾	400	D		\$ 12.07	7,550	D
Common Stock	07/01/2008	S ⁽¹⁾	200	D		\$ 12.08	7,350	D
Common Stock	07/01/2008	S ⁽¹⁾	42	D		\$ 12.09	7,308	D
Common Stock	07/01/2008	S ⁽¹⁾	200	D		\$ 12.1	7,108	D
Common Stock	07/01/2008	S ⁽¹⁾	100	D		\$ 12.11	7,008	D
Common Stock	07/01/2008	S ⁽¹⁾	400	D		\$ 12.13	6,608	D
Common Stock	07/01/2008	S ⁽¹⁾	100	D		\$ 12.22	6,508	D

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

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 control number.

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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. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.365	07/01/2008		M	4,000	(2)	06/17/2015	Common Stock	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

07/02/2008

__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 remaining portion vesting quarterly over the following three years. As of the date of this report, the reporting person has exercised options to purchase 21,588 shares.

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