Givens Robert M Form 4 February 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

Givens Robert M

Symbol Monotype Imaging Holdings Inc.

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last)

(First)

[TYPE]

02/06/2012

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O MONOTYPE IMAGING **HOLDINGS INC., 500 UNICORN**

PARK DRIVE

4. If Amendment, Date Original

(Instr. 8)

S

Applicable Line)

Owned

Following

(Street)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

Ownership Form:

Direct (D)

or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

or Amount (D) Price

10,000

Code V

(1)

\$ D 15.7276

(2)

402,142

D

Common Stock

02/06/2012

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

(A)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Givens Robert M C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801



Signatures

/s/ Dawn M. Rogers, 02/08/2012 Attorney-in-Fact

**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) Sale made pursuant to the terms of a 10b5-1 trading plan.
- The range of prices for the transactions reported on this line were \$15.63-\$15.90. The reporting person will provide, upon request by the **(2)** 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. 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.

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