

Dunlap Janet M
Form 4
April 18, 2012

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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2012

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

C/O MONOTYPE IMAGING
HOLDING 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)
			Code	V	Amount or Price		
Common Stock	04/16/2012		M		1,500 A \$ 6.43	D	
Common Stock	04/16/2012		M		1,350 A \$ 3.63	D	
Common Stock	04/16/2012		S		1,500 D 14.5166	D	
					<u>(4)</u> <u>(5)</u>		
Common Stock	04/16/2012		S		1,012 D \$ 14.5454	D	
					<u>(4)</u>		

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(6)

Common Stock 04/17/2012 S 338 ⁽⁴⁾ D \$ 14.77 22,682 D

Common Stock 04/17/2012 S 400 ⁽⁴⁾ D \$ 15.0046 22,282 D

(7)

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.

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
Stock Option - right to buy	\$ 3.63	04/16/2012		M	450	⁽¹⁾ 03/18/2019	Common Stock	450
Stock Option - right to buy	\$ 3.63	04/16/2012		M	900	⁽²⁾ 03/18/2019	Common Stock	900
Stock Option - right to buy	\$ 6.43	04/16/2012		M	1,500	⁽³⁾ 09/30/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
General Counsel and Secretary

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

Signatures

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

04/18/2012

__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 3/18/2009. 50% of this option vested on 3/18/2010 and 50% vested on 3/18/2011.
 - (2) 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.
 - (3) 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.
 - (4) Sale made pursuant to the terms of a 10b5-1 trading plan.
 - (5) The range of prices for the transactions reported on this line were \$14.42 to \$14.61. 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.
 - (6) The range of prices for the transactions reported on this line were \$14.47 to \$14.64. 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.
 - (7) The range of prices for the transactions reported on this line were \$15.00 to \$15.02. 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. 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.