Shaw Douglas J Form 4 December 13, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shaw Douglas J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Monotype Imaging Holdings Inc.

(Check all applicable)

[TYPE]

12/11/2012

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner Other (specify _X__ Officer (give title _ below)

President, CEO and Director

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

(Street)

PARK DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

WOBURN, MA 01801

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of	` ′	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	12/11/2012		S	1,119 (3)	D	\$ 15.88	210,826	D	
Common Stock	12/12/2012		M	7,826	A	\$ 3.63	218,652	D	
Common Stock	12/12/2012		M	17,174	A	\$ 6.43	235,825	D	
Common Stock	12/12/2012		S	25,000 (4)	D	\$ 15.5108 (5)	210,826	D	

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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.

Relationships

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		\$ 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - right to buy	\$ 3.63	12/12/2012		M	7,826	(2)	03/18/2019	Common Stock	7,826	
Stock Option - right to buy	\$ 6.43	12/12/2012		M	17,174	<u>(1)</u>	09/30/2016	Common Stock	17,174	

Reporting Owners

Reporting Owner Name / Address		Relationships				
•	Director	10% Owner	Officer	Other		
Shaw Douglas J C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801	X		President, CEO and Director			

Signatures

/s/ Dawn M. Rogers,
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) 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.

Reporting Owners 2

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- (2) 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.
- (3) Automatic sale to cover the tax obligations of vested restricted stock.
- (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 \$15.40-\$15.70. 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.