

Martin Steven R
Form 4
January 20, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Steven R

(Last) (First) (Middle)

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

(Street)

WOBURN, MA 01801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Monotype Imaging Holdings Inc.
[TYPE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/15/2010		M		20,781	A	\$ 1.365	23,901	D
Common Stock	01/15/2010		S ⁽¹⁾		20,781	D	\$ 10.0015	3,120	D
Common Stock	01/19/2010		M		7,219	A	\$ 1.365	10,339	D
Common Stock	01/19/2010		S ⁽¹⁾		7,219	D	\$ 10.002	3,120	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. Amount or Number of Shares
Stock Option - right to buy	\$ 1.365	01/15/2010		M	20,781	<u>(2)</u> 06/17/2015	Common Stock	20,781
Stock Option - right to buy	\$ 1.365	01/19/2010		M	7,219	<u>(2)</u> 06/17/2015	Common Stock	7,219

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/ Dawn M. Rogers,
Attorney-in-Fact

01/20/2010

__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.

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- (2) The reporting person was granted the option to purchase these shares on 6/17/2005. 25% of this option vested on 6/17/2006, with the remaining portion vesting quarterly over the following three years.

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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