

Shaw Douglas J  
Form 4  
September 13, 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 \*  
Shaw Douglas J

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CEO and Director

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/11/2012

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/11/2012		S		1,140 <sup>(1)</sup>	D	\$ 14.94 211,927
Common Stock	09/12/2012		M		18	A	\$ 6.43 211,945
Common Stock	09/12/2012		S		18 <sup>(2)</sup>	D	\$ 15.0601 211,927
Common Stock	09/12/2012		S		24,982 <sup>(2)</sup>	D	\$ 15.0498 <sup>(3)</sup> 186,945



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- (3) The range of prices for the transactions reported on this line were \$14.96-\$15.1301. 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.
- (4) 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.

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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