

Seguin John L
 Form 4
 May 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Seguin John L

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)
 05/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

C/O MONOTYPE IMAGING HOLDINGS 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				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	(A) or (D)				Price
Common Stock	05/10/2013		M		1,694	A	\$ 6.43	36,418	D	
Common Stock	05/10/2013		M		1,584	A	\$ 3.63	38,002	D	
Common Stock	05/10/2013		M		843	A	\$ 9.26	38,845	D	
Common Stock	05/10/2013		M		1,375	A	\$ 13.11	40,220	D	
	05/10/2013		M		1,100	A	\$ 13.73	41,320	D	

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Common Stock								
Common Stock	05/10/2013		M	3,333	A	\$ 15.11	44,653	D
Common Stock	05/10/2013		S	<u>3,278</u> (7)	D	\$ 22.7932 (8)	41,375	D
Common Stock	05/10/2013		S	843 <u>(7)</u>	D	\$ 22.7594 (8)	40,532	D
Common Stock	05/10/2013		S	<u>2,475</u> (7)	D	\$ 22.7559 (9)	38,057	D
Common Stock	05/10/2013		S	<u>3,333</u> (7)	D	\$ 22.765 (9)	34,724	D

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

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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	\$ 6.43	05/10/2013		M	1,694	<u>(1)</u> 09/30/2016	Common Stock	1,694
Stock Option - right to buy	\$ 3.63	05/10/2013		M	1,584	<u>(2)</u> 03/18/2019	Common Stock	1,584
	\$ 9.26	05/10/2013		M	843	<u>(3)</u> 03/10/2020		843

Stock Option - right to buy								Common Stock	
Stock Option - right to buy	\$ 13.11	05/10/2013	M	1,375	<u>(4)</u>	03/08/2021	Common Stock	1,375	
Stock Option - right to buy	\$ 13.73	05/10/2013	M	1,100	<u>(5)</u>	03/06/2022	Common Stock	1,100	
Stock Option - right to buy	\$ 15.11	05/10/2013	M	3,333	<u>(6)</u>	03/21/2018	Common Stock	3,333	

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Seguin John L C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801			Executive Vice President

Signatures

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

05/14/2013

 **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.
- (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 3/10/2010. 25% of this option vested on 3/10/2011, with the remaining portion vesting quarterly over the following three years.
- (4) The reporting person was granted an option to purchase these shares on 3/08/2011. 25% of this option vested on 3/08/2012, with the remaining portion vesting quarterly over the following three years.
- (5) The reporting person was granted an option to purchase these shares on 3/06/2012. 25% of this option vested on 3/06/2013, with the remaining portion vesting quarterly over the following three years.
- (6) The reporting person was granted an option to purchase these shares on 3/31/2008. 25% of this option vested on 3/31/2009, with the remaining portion vesting quarterly over the following three years.

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- (7) Sale made pursuant to the terms of a 10b5-1 trading plan.
- (8) The range of prices for the transactions reported on this line were \$22.70 - \$22.85. 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.
- (9) The range of prices for the transactions reported on this line were \$22.70-\$22.8501. 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.

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