

Arthur Jacqueline D  
 Form 4  
 July 02, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Arthur Jacqueline D

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)  
 06/30/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Sr. VP,CFO,Treas and Ast. Sec. /  
 Employment Terminated 6/30/08

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 (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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/30/2008		S <sup>(1)</sup>	33,000 D \$ 1.365	161,544	D <sup>(2)</sup>	

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)**

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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)	\$ 1.4525	06/30/2008		D <sup>(3)</sup>	7,302	<sup>(4)</sup> 08/25/2015	Common Stock	7,302
Stock Option (right to buy)	\$ 6.43	06/30/2008		D <sup>(3)</sup>	36,000	<sup>(5)</sup> 09/30/2016	Common Stock	36,000
Stock Option (right to buy)	\$ 8.5	06/30/2008		D <sup>(3)</sup>	12,500	<sup>(6)</sup> 12/31/2016	Common stock	12,500
Stock Option (right to buy)	\$ 15.11	06/30/2008		D <sup>(3)</sup>	38,000	<sup>(7)</sup> 03/31/2018	Common Stock	38,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arthur Jacqueline D C/O MONOTYPE IMAGING HOLDINGS INC. 500 UNICORN PARK DRIVE WOBURN, MA 01801			Sr. VP,CFO,Treas and Ast. Sec.	Employment Terminated 6/30/08

## Signatures

/s/ Janet M. Dunlap,  
Attorney-in-Fact

07/02/2008

\*\*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 issuer has exercised its right to repurchase these shares pursuant to the terms of the applicable restricted stock agreement at the original purchase price per share upon the termination of the reporting person's employment with the issuer.
- (2) 23,784 of these shares of common stock are held by the sons of the reporting person and are thus held indirectly.
- (3) The option to purchase these shares was unvested and was forfeited by the reporting person upon the termination of the reporting person's employment with the issuer.

The reporting person was granted an option to purchase a total of 23,364 shares on 8/25/2005. 25% of the total option vested on 8/25/2006 with the remaining portion vesting quarterly over the following three years. As of the date of this report, the reporting person had exercised options to purchase a total of 16,062 shares of common stock.

The reporting person was granted an option to purchase 64,000 shares on 9/30/2006. 25% of the total option vested on 9/30/2007, with the remaining portion vesting quarterly over the following three years. As of the date of this report, options to purchase 28,000 shares were vested, but the reporting person had not exercised any of these options.
- (6) The reporting person was granted an option to purchase a total of 20,000 shares on 12/31/2006. 25% of the total option vested on 12/31/2007, with the remaining portion vesting quarterly over the following three years. As of the date of this report, options to purchase 7,500 shares were vested, but the reporting person had not exercised any of these options.
- (7) The reporting person was granted an option to purchase a total of 38,000 shares on 3/31/2008. 25% of the total option would have vested on 3/31/2009, with the remaining portion vesting quarterly over the following three years. None of these options vested prior to forfeiture upon the termination of the reporting person's employment with the issuer.

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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