

Monotype Imaging Holdings Inc.
Form 4/A
August 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
07/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
07/02/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/01/2008		M	A	\$ 1,365	7,120 (3)	D
Common Stock	07/01/2008		S(1)	D	\$ 12	5,362 (3)	D
Common Stock	07/01/2008		S(1)	D	\$ 12.01	5,262 (3)	D
Common Stock	07/01/2008		S(1)	D	\$ 12.02	4,662 (3)	D
	07/01/2008		S(1)	D		4,562 (3)	D

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Common Stock						\$ 12.05		
Common Stock	07/01/2008	S ⁽¹⁾	400	D		\$ 12.07	4,162 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	200	D		\$ 12.08	3,962 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	42	D		\$ 12.09	3,920 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	200	D		\$ 12.1	3,720 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	100	D		\$ 12.11	3,620 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	400	D		\$ 12.13	3,220 ⁽³⁾	D
Common Stock	07/01/2008	S ⁽¹⁾	100	D		\$ 12.22	3,120 ⁽³⁾	D

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.

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. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.365	07/01/2008		M	4,000	⁽²⁾	06/17/2015	Common Stock	4,000

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/ Janet M. Dunlap,

Attorney-in-Fact

08/04/2008

__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 shares were sold pursuant to the terms of a 10b5-1 trading plan.

The reporting person was granted the option to purchase these shares on 06/17/2005. 25% of this option vested on 06/17/2006, with the

(2) remaining portion vesting quarterly over the following three years. As of the date of this report, the reporting person has exercised options to purchase 21,588 shares.

(3) The amount of securities beneficially owned that were reported on a Form 4 filed on July 2, 2008 were incorrect and did not account for 3,388 shares of common stock sold by the reporting person on 8/28/2007 and reported on a Form 4 filed on 8/29/2007.

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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