

Mclaughlin John
Form 4
February 23, 2006

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 *
Mclaughlin John

2. Issuer Name and Ticker or Trading Symbol
MONSTER WORLDWIDE INC
[MNST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MONSTER WORLDWIDE,
INC., 622 THIRD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

NEW YORK, NY 10017

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	02/21/2006		M		32,071	A	\$ 25.462 69,599 ⁽¹⁾
Common Stock, \$.001 par value per share	02/21/2006		S		32,071	D	\$ 47.2185 37,528 ⁽¹⁾
	02/22/2006		M		18,064	A	\$ 25.462 55,592 ⁽¹⁾

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Common Stock, \$.001 par value per share							
Common Stock, \$.001 par value per share	02/22/2006	S	18,064	D	\$ 47.539	37,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/22/2006	M	53,365	A	\$ 25.762	90,893 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/22/2006	S	53,365	D	\$ 47.5693	37,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/22/2006	M	5,336	A	\$ 28.69	42,864 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/22/2006	S	5,336	D	\$ 47.496	37,528 ⁽¹⁾	D

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 25.462	02/21/2006	M				(2)	02/22/2012	Common Stock, \$.001 par value per share	32,071
Employee Stock Option (Option to Purchase)	\$ 25.462	02/22/2006	M				(2)	02/22/2012	Common Stock, \$.001 par value per share	18,064
Employee Stock Option (Option to Purchase)	\$ 25.762	02/22/2006	M				(3)	11/01/2011	Common Stock, \$.001 par value per share	53,365
Employee Stock Option (Option to Purchase)	\$ 28.69	02/22/2006	M				(4)	04/04/2011	Common Stock, \$.001 par value per share	5,336

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mclaughlin John C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			Executive Vice President	

Signatures

/s/ John
Mclaughlin 02/23/2006
**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) Includes a commitment of Monster Worldwide, Inc. to issue (i) 20,019 shares of common stock, \$.001 par value per share, on September 11, 2006, and (ii) 7,500 shares of common stock, \$.001 par value per share, on January 2, 2007, to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
 - (2) The options that were exercised became exercisable on various dates on or before February 22, 2006.

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(3) The options that were exercised became exercisable on various dates on or before November 1, 2005.

(4) The options that were exercised became exercisable on various dates on or before December 31, 2004.

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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