

MONSTER WORLDWIDE INC
Form 4
May 03, 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 *
SWANN 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)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O MONSTER WORLDWIDE INC, 622 THIRD AVENUE

(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

NEW YORK, NY 10017

(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 | 05/01/2006 | | M | | 5,336 | A | \$ 29.219 |
| Common Stock, \$.001 par value per share | 05/01/2006 | | S | | 5,336 | D | \$ 56.87 |
| | 05/01/2006 | | M | | 10,673 | A | \$ 28.69 |

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Common
Stock,
\$.001 par
value per
share

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value per
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Common
Stock,
\$.001 par
value per
share

05/01/2006 S 10,673 D \$ 56.87 7,500 ⁽¹⁾ D

05/01/2006 M 2,500 A \$ 24.42 10,000 ⁽¹⁾ D

05/01/2006 S 2,500 D \$ 56.87 7,500 ⁽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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Stock Option (Option to Purchase) | \$ 29.219 | 05/01/2006 | | M | 5,336 | ⁽²⁾ 06/29/2009 | Common Stock, \$.001 par value per share 5,336 |
| Stock Option | \$ 28.69 | 05/01/2006 | | M | 10,673 | ⁽³⁾ 04/04/2011 | Common Stock, 10,673 |

(Option to Purchase)

\$.001 par value per share

Stock Option (Option to Purchase)

\$ 24.42

05/01/2006

M

2,500

06/17/2005

06/17/2014

Common Stock, \$.001 par value per share

2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SWANN JOHN
C/O MONSTER WORLDWIDE INC
622 THIRD AVENUE
NEW YORK, NY 10017

X

Signatures

/s/ John Swann

05/03/2006

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 by Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of 06/17/2006 and 06/17/2007 under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
- (2) The options that were exercised became exercisable on or before 06/29/2001.
- (3) The options that were exercised became exercisable on or before 12/31/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.