

MONSTER WORLDWIDE INC
Form 4
November 06, 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 *
IANNUZZI SALVATORE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)

MONSTER WORLDWIDE,
INC., 622 THIRD AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/04/2008 | | P | 200 | A | \$ 13.77 | 705,831 D |
| Common Stock | 11/04/2008 | | P | 200 | A | \$ 13.78 | 706,031 D |
| Common Stock | 11/04/2008 | | P | 100 | A | \$ 13.79 | 706,131 D |
| Common Stock | 11/04/2008 | | P | 200 | A | \$ 13.8 | 706,331 D |
| Common Stock | 11/04/2008 | | P | 100 | A | \$ 13.81 | 706,431 D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 11/04/2008 | P | 300 | A | \$ 13.87 | 706,731 | D |
| Common Stock | 11/04/2008 | P | 300 | A | \$ 13.88 | 707,031 | D |
| Common Stock | 11/04/2008 | P | 8,288 | A | \$ 13.89 | 715,319 | D |
| Common Stock | 11/04/2008 | P | 1,212 | A | \$ 13.9 | 716,531 | D |
| Common Stock | 11/04/2008 | P | 11,869 | A | \$ 13.91 | 728,400 | D |
| Common Stock | 11/04/2008 | P | 1,700 | A | \$ 13.92 | 730,100 | D |
| Common Stock | 11/04/2008 | P | 6,700 | A | \$ 13.93 | 736,800 | D |
| Common Stock | 11/04/2008 | P | 3,800 | A | \$ 13.94 | 740,600 | D |
| Common Stock | 11/04/2008 | P | 10,500 | A | \$ 13.95 | 751,100 | D |
| Common Stock | 11/04/2008 | P | 6,140 | A | \$ 13.96 | 757,240 | D |
| Common Stock | 11/04/2008 | P | 3,060 | A | \$ 13.97 | 760,300 | D |
| Common Stock | 11/04/2008 | P | 6,200 | A | \$ 13.98 | 766,500 | D |
| Common Stock | 11/04/2008 | P | 11,131 | A | \$ 13.99 | 777,631 | 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| Code | V | (A) | (D) | Date | Expiration | Title | Amount |
|------|---|-----|-----|-------------|------------|-------|--------|
| | | | | Exercisable | Date | | or |
| | | | | | | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IANNUZZI SALVATORE MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017 | X | | Chairman, President and CEO | |

Signatures

| | |
|---|------------|
| /s/ Michael C. Miller, as Attorney-in-Fact | 11/06/2008 |
| **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).

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