

Pogorzelski Steven
Form 4
March 06, 2007

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 *
Pogorzelski Steven

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)
03/03/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President, International

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE, 39TH FLOOR

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.001 par value per share	03/03/2007		A		17,000 (1) A \$ 0	75,251 (2)	D
Common Stock, \$.001 par value per share	03/05/2007		F		1,512 (3) D \$ 46.83	73,739 (4)	D

Edgar Filing: Pogorzelski Steven - Form 4

(1) Represents a commitment of Monster Worldwide, Inc. to issue 4,250 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions. Such commitment is in the form of restricted stock units originally granted on March 27, 2006, and this award was originally disclosed in a Form 8-K dated March 27, 2006 filed by Monster Worldwide, Inc. on March 31, 2006. The award is being reported on this Form 4 by the reporting person as a result of the certification dated March 3, 2007 by the Compensation Committee of the Board of Directors of Monster Worldwide, Inc. that the performance-based conditions set forth in the award were satisfied in full.

(2) Includes a commitment of Monster Worldwide, Inc. to issue (A) 16,260 shares of common stock to the reporting person on each of September 8, 2007, September 8, 2008 and September 8, 2009, subject to certain conditions, and (B) 4,250 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.

(3) Represents shares of common stock withheld to satisfy tax and other withholding obligations relating to the issuance of 4,250 shares of common stock to the reporting person on March 5, 2007 pursuant to a restricted stock unit award.

(4) Includes a commitment of Monster Worldwide, Inc. to issue (A) 16,260 shares of common stock to the reporting person on each of September 8, 2007, September 8, 2008 and September 8, 2009, subject to certain conditions, and (B) 4,250 shares of common stock to the reporting person on each of March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.

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.