

MONSTER WORLDWIDE INC
Form 4
May 18, 2006

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 *
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)
05/16/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.001 par value per share | 05/16/2006 | | M | | 18,750 | A | \$ 24.53 |
| | | | | | 83,790 | (1) | |
| Common Stock, \$.001 par value per share | 05/16/2006 | | S | | 1,000 | D | \$ 54.004 |
| | | | | | 82,790 | (1) | |

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| | | | | | | | | |
|---|------------|---|--------|---|-----------|-----------------------|---|----------------|
| Common Stock, \$.001 par value per share | 05/16/2006 | S | 17,750 | D | \$ 54 | 65,040 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/16/2006 | M | 25,000 | A | \$ 33.64 | 90,040 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/16/2006 | S | 1,000 | D | \$ 54.003 | 89,040 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/16/2006 | S | 24,000 | D | \$ 54 | 65,040 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | | | | | | 2,867 | I | By 401(k) Plan |

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.

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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 Shares |
| Employee Stock | \$ 24.53 | 05/16/2006 | | M | 18,750 | 02/09/2006 | 02/09/2014 | Common Stock, | 18,750 |

| | | | | | | | | | |
|--|----------|------------|--|---|--------|------------|------------|--|--|
| Option (Option to Purchase) | | | | | | | | | \$.001 par value per share |
| Employee Stock Option (Option to Purchase) | \$ 33.64 | 05/16/2006 | | M | 25,000 | 12/28/2005 | 12/28/2014 | | Common Stock, \$.001 par value per share |
| | | | | | | | | | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pogorzelski Steven C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017 | | | Group President, International | |

Signatures

/s/ Steven
Pogorzelski 05/18/2006

Signature of Date
Reporting Person

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).
- Includes/represents a commitment of Monster Worldwide, Inc. to issue 16,260 shares of common stock, \$.001 par value per share, on (1) each of (i) September 8, 2006, (ii) September 8, 2007, (iii) September 8, 2008 and (iv) September 8, 2009 to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, 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.