### Edgar Filing: MCGUINNESS MICHAEL B - Form 4

MCGUINNI Form 4 March 01, 20	ESS MICHAEL B 012							
FORM	14				OMB AI	PPROVAL		
	Washington, D.C. 20549					3235-0287		
Check th if no long	Tor		Expires:	January 31, 2005				
subject to Section 1 Form 4 c	6. <b>STATEMENT</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
Form 5 obligatio may con <i>See</i> Instr 1(b).	$\frac{ns}{tinue}$ . Section 17(a) of th							
(Print or Type ]	Responses)							
	Address of Reporting Person <u>*</u> ESS MICHAEL B	2. Issuer Name <b>and</b> T Symbol	-	5. Relationship of Reporting Person(s) to Issuer				
		MONSTER WORI [MWW]	LDWIDE, INC.	(Check all applicable)				
(Last) MONSTER	(First) (Middle) WORLDWIDE,	3. Date of Earliest Trar (Month/Day/Year) 02/28/2012	nsaction	Director 10% Owner Officer (give title Other (specify below) below) CAO and Global Controller				
INC., 622 T	HIRD AVENUE							
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK, NY 10017 — Form filed by More than One Reporting Person								
(City)	(State) (Zip)	Table I - Non-Der	rivative Securities Acq	uired, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Execu any (Mont			Securities Beneficially Owned	Indirect (I)			
			(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/28/2012		$\frac{40,000}{(1)}$ A \$0	79,146	D			
Common Stock				3,081	I	By 401(k) Plan		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCGUINNESS MICHAEL B MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			CAO and Global Controller			
Signatures						

# Signatures

/s/ Michael B. 03/01/2012 McGuinness

\*\*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) Represents an award of restricted stock under the Issuer's 2008 Equity Incentive Plan.

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.