

TAYLOR JEFFREY

Form 4

November 08, 2004

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR JEFFREY

(Last) (First) (Middle)

C/O MONSTER WORLDWIDE
INC, 622 THIRD AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Founder & Chief Monster

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

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) |
|--|---|---|---|---|--|--|---|
| Common Stock, \$.001 par value per share | 11/05/2004 | | M ⁽¹⁾ | 3,365 | A \$ 12.589 68,400 | D | |
| Common Stock, \$.001 par value per share | 11/05/2004 | | S ⁽¹⁾ | 3,365 | D \$ 29.01 65,035 | D | |
| | 11/05/2004 | | M ⁽¹⁾ | 146,635 | A 211,670 | D | |

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Common
Stock,
\$.001 par
value per
share

\$
21.986

Common
Stock,
\$.001 par
value per
share

11/05/2004

S⁽¹⁾

146,635

D

\$ 29.01

65,035

D

Common
Stock,
\$.001 par
value per
share

2,014

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
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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, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|--|---|---|---|---|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date Date | Title Amount Num Shar |
| Employee Stock Option (Option to Purchase) | \$ 12.589 | 11/05/2004 | | M | 3,365 | 12/09/2002 12/09/2008 | Common Stock, \$.001 par value per share 3, |
| Employee Stock Option (Option to Purchase) | \$ 21.986 | 11/05/2004 | | M | 146,635 | 07/30/2004 ⁽²⁾ 07/30/2009 | Common Stock, \$.001 par value per share 146 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR JEFFREY C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017 | | | Founder & Chief Monster | |

Signatures

/s/ Jeffrey
Taylor
11/08/2004

**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) Reflects a transaction effected pursuant to Mr. Taylor's 10b5-1 Plan.
- (2) The options that were exercised became exercisable on various dates on or before 07/30/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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