

KRAMER RONALD J
Form 4
February 13, 2006

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER RONALD J

(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)
02/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	02/09/2006		M	5,336 A	\$ 22.005 12,836 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006		S	5,336 D	\$ 47.65 7,500 ⁽¹⁾	D	
	02/09/2006		M	5,000 A	\$ 20.41 12,500 ⁽¹⁾	D	

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Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

02/09/2006

S

418

D

\$ 47.68 12,082 ⁽¹⁾

D

02/09/2006

S

600

D

\$ 47.67 11,482 ⁽¹⁾

D

02/09/2006

S

838

D

\$ 47.66 10,644 ⁽¹⁾

D

02/09/2006

S

3,144

D

\$ 47.65 7,500 ⁽¹⁾

D

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

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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)	8.
	\$ 22.005	02/09/2006		M	5,336	⁽²⁾ 06/20/2012		

Amount
or
Number
of
Shares

Stock									Common	
Option									Stock,	
(Option to									\$.001 par	
Purchase)									value per	
									share	
Stock									Common	
Option	\$ 20.41	02/09/2006		M	5,000	(3)	06/18/2013		Stock,	5,000
(Option to									\$.001 par	
Purchase)									value per	
									share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER RONALD J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			X	

Signatures

/s/ Ronald J.
Kramer

02/13/2006

**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) Includes a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of June 17, 2006 and June 17, 2007, subject to certain conditions.
- (2) 2,668 of these options became exercisable on each of June 20, 2003 and June 20, 2004.
- (3) 2,500 of these options became exercisable on each of June 18, 2004 and June 18, 2005.

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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