

McLaughlin John
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McLaughlin John

(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
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

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 | 02/09/2006 | | S | 9,768 D | \$ 47.4047 47,538 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 02/09/2006 | | S | 10,010 D | \$ 47.3792 37,528 ⁽¹⁾ | D | |
| | 02/13/2006 | | M | 24,924 A | \$ 24.53 62,452 ⁽¹⁾ | D | |

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Common
Stock,
\$.001 par
value per
share

Common
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\$.001 par
value per
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Common
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value per
share

Common
Stock,
\$.001 par
value per
share

02/13/2006

S

1,000

D

\$ 47.321 61,452 ⁽¹⁾

D

02/13/2006

S

1,000

D

\$ 47.32 60,452 ⁽¹⁾

D

02/13/2006

S

1,000

D

\$ 47.297 59,452 ⁽¹⁾

D

02/13/2006

S

1,000

D

\$ 47.2779 58,452 ⁽¹⁾

D

02/13/2006

S

1,000

D

\$ 47.2604 57,452 ⁽¹⁾

D

02/13/2006

S

1,000

D

\$ 47.26 56,452 ⁽¹⁾

D

02/13/2006

S

18,924

D

\$ 47.25 37,528 ⁽¹⁾

D

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

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(9-02)

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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. 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 Option (Option to Purchase) | \$ 24.53 | 02/13/2006 | | M | 24,924 | (2) 02/09/2014 | Common Stock, \$.001 par value per share 24,924 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Mclaughlin John C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017 | Executive Vice President |

Signatures

/s/ John
Mclaughlin 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).
- Includes a commitment of Monster Worldwide, Inc. to issue (i) 20,019 shares of common stock, \$.001 par value per share, on September (1) 11, 2006 and (ii) 7,500 shares of common stock, \$.001 par value per share, on January 2, 2007 to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
- (2) The options that were exercised became exercisable on or before February 9, 2006.

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.