

McLaughlin John  
Form 4  
February 23, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
02/21/2006

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|---|---|
| Common<br>Stock,<br>\$.001 par<br>value per<br>share | 02/21/2006                              |   | M                                       | 32,071 A  | \$ 25.462 69,599 <sup>(1)</sup>  | D   |   |
| Common<br>Stock,<br>\$.001 par<br>value per<br>share | 02/21/2006                              |   | S                                       | 32,071 D  | \$ 47.2185 37,528 <sup>(1)</sup>   | D   |   |
|  | 02/22/2006                              |   | M                                       | 18,064 A  | \$ 25.462 55,592 <sup>(1)</sup>  | 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

Common  
Stock,  
\$.001 par  
value per  
share

02/22/2006

S

18,064

D

\$ 47.539 37,528 <sup>(1)</sup>

D

02/22/2006

M

53,365

A

\$ 25.762 90,893 <sup>(1)</sup>

D

02/22/2006

S

53,365

D

\$ 47.5693 37,528 <sup>(1)</sup>

D

02/22/2006

M

5,336

A

\$ 28.69 42,864 <sup>(1)</sup>

D

02/22/2006

S

5,336

D

\$ 47.496 37,528 <sup>(1)</sup>

D

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
|---|---|---|---|---|--|--|---|

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|  |           |            | Code | V | (A) | (D)    | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
|--|-----------|------------|------|---|-----|--------|---------------------|--------------------|--|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 25.462 | 02/21/2006 | M    |   |     | 32,071 | <u>(2)</u>          | 02/22/2012         | Common<br>Stock,<br>\$.001 par<br>value per<br>share | 32,071                              |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 25.462 | 02/22/2006 | M    |   |     | 18,064 | <u>(2)</u>          | 02/22/2012         | Common<br>Stock,<br>\$.001 par<br>value per<br>share | 18,064                              |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 25.762 | 02/22/2006 | M    |   |     | 53,365 | <u>(3)</u>          | 11/01/2011         | Common<br>Stock,<br>\$.001 par<br>value per<br>share | 53,365                              |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 28.69  | 02/22/2006 | M    |   |     | 5,336  | <u>(4)</u>          | 04/04/2011         | Common<br>Stock,<br>\$.001 par<br>value per<br>share | 5,336                               |

## Reporting Owners

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

## Signatures

/s/ John  
Mclaughlin 02/23/2006  
 \*\*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 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.
- (1) The options that were exercised became exercisable on various dates on or before February 22, 2006.

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(3) The options that were exercised became exercisable on various dates on or before November 1, 2005.

(4) The options that were exercised became exercisable on various dates on or before December 31, 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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