

MONSTER WORLDWIDE INC
Form 4
August 06, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Trumbull Jonathan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Glbl Cntrlr/Ch Acctng Officer

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE

(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	08/02/2007		M		13,846	A	\$ 11.202
					30,923 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007		M		3,000	A	\$ 11.79
					33,923 ⁽¹⁾	D	
	08/02/2007		S		1,119	D	\$ 36.97
					32,804 ⁽¹⁾	D	

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	08/02/2007	S	3,200	D	\$ 36.98	29,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	4,300	D	\$ 36.99	25,304 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	3,200	D	\$ 37	22,104 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	800	D	\$ 37.01	21,304 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	1,000	D	\$ 37.02	20,304 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	2,227	D	\$ 37.05	18,077 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	800	D	\$ 37.07	17,277 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	08/02/2007	S	200	D	\$ 37.09	17,077 ⁽¹⁾	D	
						655	I	

Common
Stock,
\$.001 par
value per
share

By 401(k)
Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 11.202	08/02/2007		M	13,846	<u>(2)</u> 01/08/2013	Common Stock, \$.001 par value per share 13,846
Employee Stock Option (Option to Purchase)	\$ 11.79	08/02/2007		M	3,000	<u>(2)</u> 04/10/2013	Common Stock, \$.001 par value per share 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trumbull Jonathan C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			Glbl Cntrlr/Ch Acctng Officer	

Signatures

/s/ Jonathan
Trumbull

08/06/2007

__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) 12,500 shares of restricted stock vesting 50% on July 26, 2009 and 50% on July 26, 2011, subject to certain conditions, and
- (1) (B) a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.
 - (2) The options became exercisable on or before December 29, 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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