

PASTORE WILLIAM

Form 4

May 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PASTORE WILLIAM

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)

C/O MONSTER WORLDWIDE
INC, 622 THIRD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President and COO

NEW YORK, NY 10017

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value per share	05/02/2006		S	2,000	D \$ 55.34 294,959 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	05/02/2006		S	5,000	D \$ 55.15 289,959 ⁽¹⁾	D	
	05/03/2006		S	5,000	D \$ 55.5 284,959 ⁽¹⁾	D	

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Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

Common
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\$.001 par
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value per
share

Common
Stock,
\$.001 par
value per
share

Common
Stock,
\$.001 par
value per
share

05/03/2006

S

2,000

D

\$ 55.65

282,959 ⁽¹⁾

D

05/03/2006

S

3,000

D

\$ 55.75

279,959 ⁽¹⁾

D

05/03/2006

M

59,652

A

\$ 24.53

339,611 ⁽¹⁾

D

05/03/2006

S

59,652

D

\$
55.6107

279,959 ⁽¹⁾

D

05/04/2006

S

612

D

\$ 55.45

279,347 ⁽¹⁾

D

05/04/2006

M

40,348

A

\$ 24.53

319,695 ⁽¹⁾

D

05/04/2006

S

40,348

D

\$
55.3945

279,347 ⁽¹⁾

D

05/04/2006

M

50,000

A

\$ 33.64

329,347 ⁽¹⁾

D

05/04/2006

S

50,000

D

279,347 ⁽¹⁾

D

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Common
Stock,
\$.001 par
value per
share

\$
55.3168

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

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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 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	05/03/2006		M		59,652		<u>(2)</u>	02/09/2014	Common Stock, \$.001 par value per share	59,652
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2006		M		40,348		<u>(2)</u>	02/09/2014	Common Stock, \$.001 par value per share	40,348
Employee Stock Option (Option to Purchase)	\$ 33.64	05/04/2006		M		50,000		12/28/2005	12/28/2014	Common Stock, \$.001 par value per share	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President and COO

PASTORE WILLIAM
C/O MONSTER WORLDWIDE INC
622 THIRD AVENUE
NEW YORK, NY 10017

Signatures

/s/ William

Pastore

05/04/2006

__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 (A) 31,250 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of March 31, 2007 and March 31, 2008, subject to certain conditions, and (B) 50,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of February 6, 2007, February 6, 2008, February 6, 2009 and February 5, 2010, subject to certain conditions.
- (1)
- (2) The options that were exercised became exercisable on various dates 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.

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