### MONSTER WORLDWIDE INC

Form 4 May 18, 2006

share

FORM	ЛД								OMB A	PPROVAL
	CITIED	STATES		RITIES A shington			NGE C	OMMISSION	OMB Number:	3235-0287
if no lon subject t Section Form 4 o Form 5 obligatio may con See Instr	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction  See Instruction  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  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								Expires: Estimated a burden hou response	
1(b). (Print or Type	Responses)									
	Address of Reporting	Person *	Symbol	r Name <b>and</b> TER WO				5. Relationship of Issuer (Check	Reporting Pers	
	(First) ( STER WORLDW THIRD AVENUE			f Earliest Ti Day/Year) 006	ransaction			Director _X_ Officer (give below) Group Pres		Owner er (specify cional
NEW YOR	(Street)			endment, Da nth/Day/Yea	_	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	e of 2. Transaction Date 2A. Deemed ity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			(D)	Securities Beneficially Owned Following Reported Transaction(s)	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	05/16/2006			Code V	Amount 18,750	(D)	Price \$ 24.53	(Instr. 3 and 4) 83,790 (1)	D	
Common Stock, \$.001 par value per	05/16/2006			S	1,000	D	\$ 54.004	82,790 (1)	D	

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Common Stock, \$.001 par value per share	05/16/2006	S	17,750	D	\$ 54	65,040 (1)	D	
Common Stock, \$.001 par value per share	05/16/2006	M	25,000	A	\$ 33.64	90,040 (1)	D	
Common Stock, \$.001 par value per share	05/16/2006	S	1,000	D	\$ 54.003	89,040 (1)	D	
Common Stock, \$.001 par value per share	05/16/2006	S	24,000	D	\$ 54	65,040 (1)	D	
Common Stock, \$.001 par value per share						2,867	I	By 401(k) Plan

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. Transactic Code (Instr. 8)			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	\$ 24.53	05/16/2006		M		18,750	02/09/2006	02/09/2014	Common Stock,	18,750

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Option								\$.001 par	
(Option to								value per	
Purchase)								share	
Employee Stock								Common Stock,	
Option	\$ 33.64	05/16/2006	M	2	25,000	12/28/2005	12/28/2014	\$.001 par	25,000
(Option to								value per	
Purchase)								share	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pogorzelski Steven C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017

Group President, International

# **Signatures**

Reporting Person

/s/ Steven

Pogorzelski 05/18/2006

\*\*Signature of 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/represents a commitment of Monster Worldwide, Inc. to issue 16,260 shares of common stock, \$.001 par value per share, on
(1) each of (i) September 8, 2006, (ii) September 8, 2007, (iii) September 8, 2008 and (iv) September 8, 2009 to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.

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.

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