

MONSTER WORLDWIDE INC  
Form 4  
May 18, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Pogorzelski Steven

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)  
05/16/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Group President, International

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE, 39TH FLOOR

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$.001 par value per share | 05/16/2006                           |  | M                              |   | 18,750  | A  | \$ 24.53  |
|  |                                      |  |                                |   | 83,790  | (1)  |   |
| Common Stock, \$.001 par value per share | 05/16/2006                           |  | S                              |   | 1,000   | D  | \$ 54.004   |
|  |                                      |  |                                |   | 82,790  | (1)  |   |

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|   |            |   |        |   |           |                       |   |                |
|---|------------|---|--------|---|-----------|-----------------------|---|----------------|
| Common Stock,<br>\$.001 par value per share | 05/16/2006 | S | 17,750 | D | \$ 54     | 65,040 <sup>(1)</sup> | D |                |
| Common Stock,<br>\$.001 par value per share | 05/16/2006 | M | 25,000 | A | \$ 33.64  | 90,040 <sup>(1)</sup> | D |                |
| Common Stock,<br>\$.001 par value per share | 05/16/2006 | S | 1,000  | D | \$ 54.003 | 89,040 <sup>(1)</sup> | D |                |
| Common Stock,<br>\$.001 par value per share | 05/16/2006 | S | 24,000 | D | \$ 54     | 65,040 <sup>(1)</sup> | D |                |
| Common Stock,<br>\$.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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(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                             | \$ 24.53   | 05/16/2006                           |  | M                              | 18,750  | 02/09/2006 02/09/2014                                    | Common Stock, 18,750  |

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Pogorzelski Steven<br>C/O MONSTER WORLDWIDE, INC.<br>622 THIRD AVENUE, 39TH FLOOR<br>NEW YORK, NY 10017 |               |           | Group President, International |       |

## Signatures

/s/ Steven  
Pogorzelski

05/18/2006

\_\_\_\_\_  
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/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.

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