

Baker Bradford J
Form 4
February 13, 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 *
Baker Bradford J

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)
02/10/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Gbl Chf Prdct & Mkting Offcr

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)
__X__ 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)
Common Stock, \$.001 par value per share	02/10/2006		M	6,375	A \$ 24.53	11,375 <u>(1)</u>	D
Common Stock, \$.001 par value per share	02/10/2006		S	1,000	D \$ 47.0724	10,375 <u>(1)</u>	D

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Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 47.0528	10,125 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	125	D	\$ 46.9986	10,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	750	D	\$ 47.0528	9,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0416	8,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0124	7,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9998	6,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 46.9986	6,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9944	5,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share						873	I	By 401(k) Plan

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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)	\$ 24.53	02/10/2006		M	6,375	02/09/2006 02/09/2014	Common Stock, \$.001 par value per share 6,375

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Baker Bradford J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017	Glbl Chf Prdct & Mkting Offcer

Signatures

/s/ Bradford J.
Baker 02/13/2006

__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).

(1) Includes/represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, 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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