

OLESNYCKYJ MYRON

Form 4

February 22, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OLESNYCKYJ MYRON

(Last) (First) (Middle)

C/O MONSTER WORLDWIDE
INC, 622 THIRD AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP-Gen. Counsel & Secretary

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

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	02/21/2006		M		1,601	A	\$ 7.023 2,001	D
Common Stock, \$.001 par value per share	02/21/2006		S		1,601	D	\$ 47.25 400	D
	02/21/2006		M		1,067	A	1,467	D

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Common Stock, \$.001 par value per share					\$	12.589		
Common Stock, \$.001 par value per share	02/21/2006	S	1,067	D	\$ 47.25	400	D	
Common Stock, \$.001 par value per share	02/21/2006	M	10,673	A	\$ 28.69	11,073	D	
Common Stock, \$.001 par value per share	02/21/2006	S	10,673	D	\$ 47.25	400	D	
Common Stock, \$.001 par value per share						4,255	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	\$ 7.023	02/21/2006		M			1,601	<u>(1)</u>	12/12/2007	Common Stock,	1,601

Option (Option to Purchase)								\$.001 par value per share	
Employee Stock Option (Option to Purchase)	\$ 12.589	02/21/2006	M	1,067	<u>(2)</u>	12/09/2008	Common Stock, \$.001 par value per share	1,067	
Employee Stock Option (Option to Purchase)	\$ 28.69	02/21/2006	M	10,673	<u>(3)</u>	04/04/2011	Common Stock, \$.001 par value per share	10,673	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLESNYCKYJ MYRON C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017			Sr VP-Gen. Counsel & Secretary	

Signatures

/s/ Myron
Olesnyckyj 02/22/2006

Signature of Date
Reporting Person

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) These options vested and became exercisable on various dates on or before December 31, 2001.
- (2) These options vested and became exercisable on various dates on or before December 9, 2002.
- (3) These options vested and became exercisable on various dates on or before December 31, 2004.

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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