

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pogorzelski Steven

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolMONSTER WORLDWIDE INC
[MNST]3. Date of Earliest Transaction
(Month/Day/Year)
05/16/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Group President, International

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock, \$.001 par value per share	05/16/2006		M	18,750	A \$ 24.53	83,790 ⁽¹⁾	D
Common Stock, \$.001 par value per share	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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(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

\$.001 par
value per
share

Common
Stock,

M	25,000	12/28/2005	12/28/2014	\$.001 par value per share	25,000
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Reporting Owners

Relationships

Director	10% Owner	Officer		Other
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Group President, International

Signatures

Pogorzelski 05/18/2006

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 16,260 shares of common stock, \$.001 par value per share, on 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.