

Baker Bradford J
Form 3
June 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Baker Bradford J</p> <p>(Last) (First) (Middle)</p> <p>C/O MONSTER WORLDWIDE, INC., Â 622 THIRD AVENUE, 39TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MONSTER WORLDWIDE INC [MNST]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Glbl Chf Prdct & Mkting Offcr</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.001 par value per share	896	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Option to Purchase)	10/02/2002 ⁽¹⁾	10/02/2011	Common Stock, \$.001 par value per share	10,138	\$ 25.518	D	Â
Employee Stock Option (Option to Purchase)	02/22/2003 ⁽²⁾	02/22/2012	Common Stock, \$.001 par value per share	2,668	\$ 25.462	D	Â
Employee Stock Option (Option to Purchase)	05/06/2003 ⁽³⁾	05/06/2012	Common Stock, \$.001 par value per share	8,004	\$ 21.433	D	Â
Employee Stock Option (Option to Purchase)	04/10/2004 ⁽⁴⁾	04/10/2013	Common Stock, \$.001 par value per share	8,000	\$ 11.79	D	Â
Employee Stock Option (Option to Purchase)	10/01/2004 ⁽⁵⁾	10/01/2013	Common Stock, \$.001 par value per share	10,000	\$ 25.42	D	Â
Employee Stock Option (Option to Purchase)	02/09/2005 ⁽⁶⁾	02/09/2014	Common Stock, \$.001 par value per share	25,500	\$ 24.53	D	Â
Employee Stock Option (Option to Purchase)	12/28/2005 ⁽⁷⁾	12/28/2014	Common Stock, \$.001 par value per share	100,000	\$ 33.64	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bradford J C/O MONSTER WORLDWIDE, INC.	Â	Â	Â Glbl Chf Prdct & Mkting Offcfr	Â

622 THIRD AVENUE, 39TH FLOOR
NEW YORK, NY 10017

Signatures

/s/ Bradford J
Baker

06/24/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 as to 2,534 shares on 10/02/2002; 2,535 shares on 10/02/2003; and 2,534 shares on 10/02/2004. With respect to the remaining 2,535 shares, these options vested on 05/04/2005 and will become exercisable on 10/02/2005.
 - (2) These options vested and became exercisable as to 667 shares on each of 02/22/2003, 02/22/2004 and 02/22/2005. With respect to the remaining 667 shares, these options vested on 05/04/2005 and will become exercisable on 02/22/2006.
 - (3) These options vested and became exercisable as to 2,001 shares on each of 05/06/2003, 05/06/2004 and 05/06/2005, and will vest and become exercisable as to an additional 2,001 shares on 05/06/2006.
 - (4) These options vested and became exercisable as to 2,000 shares on each of 04/10/2004 and 04/10/2005, and will vest and become exercisable as to an additional 2,000 shares on each of 04/10/2006 and 04/10/2007.
 - (5) These options vested and became exercisable as to 2,500 shares on 10/01/2004. With respect to the remaining 7,500 shares, these options vested on 05/04/2005 and will become exercisable as to an additional 2,500 shares on each of 10/01/2005, 10/01/2006 and 10/01/2007.
These options vested and became exercisable as to 6,375 shares on 02/09/2005. With respect to the remaining 19,125 shares, these
 - (6) options vested on 05/04/2005 and will become exercisable as to an additional 6,375 shares on each of 02/09/2006, 02/09/2007 and 02/09/2008.
 - (7) These options vested on 05/31/2005 and will become exercisable as to 25,000 shares on each of 12/28/2005, 12/28/2006, 12/28/2007 and 12/28/2008.

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.