

PASTORE WILLIAM
Form 4
March 06, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PASTORE WILLIAM

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)
03/03/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O MONSTER WORLDWIDE INC, 622 THIRD AVENUE

(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	03/03/2007		A		75,000 (1)	A		\$ 0	435,362 (2)	D	
Common Stock, \$.001 par value per share	03/05/2007		F		7,829 (3)	D		\$ 46.83	427,533 (4)	D	

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASTORE WILLIAM C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017	X		President and CEO	

Signatures

/s/ William
Pastore 03/06/2007
 **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) Represents a commitment of Monster Worldwide, Inc. to issue 18,750 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions. Such commitment is in the form of restricted stock units originally granted on March 27, 2006, and this award was originally disclosed in a Form 8-K dated March 27, 2006 filed by Monster Worldwide, Inc. on March 31, 2006. The award is being reported on this Form 4 by the reporting person as a result of the certification dated March 3, 2007 by the Compensation Committee of the Board of Directors of Monster Worldwide, Inc. that the performance-based conditions set forth in the award were satisfied in full.
- (2)

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Includes a commitment of Monster Worldwide, Inc. to issue (A) 31,250 shares of common stock to the reporting person on each of March 31, 2007 and March 31, 2008, subject to certain conditions, (B) 50,000 shares of common stock to the reporting person on each of February 6, 2008, February 6, 2009 and February 5, 2010, subject to certain conditions, (C) 50,000 shares of common stock to the reporting person on each of October 9, 2007 and October 9, 2008, subject to certain conditions, and (D) 18,750 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.

- (3) Represents shares of common stock withheld to satisfy tax and other withholding obligations relating to the issuance of 18,750 shares of common stock to the reporting person on March 5, 2007 pursuant to a restricted stock unit award.

Includes a commitment of Monster Worldwide, Inc. to issue (A) 31,250 shares of common stock to the reporting person on each of March 31, 2007 and March 31, 2008, subject to certain conditions, (B) 50,000 shares of common stock to the reporting person on each of February 6, 2008, February 6, 2009 and February 5, 2010, subject to certain conditions, (C) 50,000 shares of common stock to the reporting person on each of October 9, 2007 and October 9, 2008, subject to certain conditions, and (D) 18,750 shares of common stock to the reporting person on each of March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.

- (4) February 6, 2008, February 6, 2009 and February 5, 2010, subject to certain conditions, (C) 50,000 shares of common stock to the reporting person on each of October 9, 2007 and October 9, 2008, subject to certain conditions, and (D) 18,750 shares of common stock to the reporting person on each of March 5, 2008, March 5, 2009 and March 5, 2010, 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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