

Gaulding John
Form 4
May 04, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Gaulding John

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)
05/03/2007

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$.001 par value per share | 05/03/2007 | | M | | 5,000 A \$ 24.42 | 13,000 ⁽¹⁾ | D |
| Common Stock, \$.001 par value per share | 05/03/2007 | | S | | 500 D \$ 48.48 | 12,500 ⁽¹⁾ | D |
| | 05/03/2007 | | S | | 300 D | 12,200 ⁽¹⁾ | D |

Edgar Filing: Gaulding John - Form 4

| | | | | | | | | |
|---|------------|---|-------|---|----------|-----------------------|---|--|
| Common Stock, \$0.001 par value per share | | | | | | \$ 48.47 | | |
| Common Stock, \$0.001 par value per share | 05/03/2007 | S | 1,700 | D | \$ 48.45 | 10,500 ⁽¹⁾ | D | |
| Common Stock, \$0.001 par value per share | 05/03/2007 | S | 52 | D | \$ 48.43 | 10,448 ⁽¹⁾ | D | |
| Common Stock, \$0.001 par value per share | 05/03/2007 | S | 2,448 | D | \$ 48.42 | 8,000 ⁽¹⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Option to Purchase) | \$ 24.42 | 05/03/2007 | | M | 5,000 | ⁽²⁾ | 06/17/2014 | Common Stock, \$0.001 par value per share | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gaulding John C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ John
Gaulding
05/03/2007

**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) Includes a commitment by Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of June 8, 2007, June 17, 2007 and June 8, 2008 under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
- (2) The stock options became exercisable with respect to 2,500 shares on each of June 17, 2005 and June 17, 2006.

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.