

MONSTER WORLDWIDE INC
Form 4
February 16, 2006

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 *
Mclaughlin 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)
02/14/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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	02/14/2006		M		24,924	A	\$ 25.462	62,452 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		S		24,924	D	\$ 46.45	37,528 ⁽¹⁾	D
	02/14/2006		M		75,076	A	\$ 24.53	112,604 ⁽¹⁾	D

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.53	111,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.526	110,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.525	109,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.5	108,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.4997	107,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.4642	106,604 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	19,076	D	\$ 46.45	87,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.2475	86,528 ⁽¹⁾	D	
	02/14/2006	S	1,000	D	\$ 46.246	85,528 ⁽¹⁾	D	

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.241	84,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.2323	83,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.23	82,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.2288	81,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.228	80,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.2236	79,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	1,000	D	\$ 46.2198	78,528 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/14/2006	S	2,000	D	\$ 46.2127	76,528 ⁽¹⁾	D	
	02/14/2006	S	1,000	D		75,528 ⁽¹⁾	D	

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Common Stock, \$.001 par value per share					\$				46.2092
Common Stock, \$.001 par value per share	02/14/2006		S	1,000	D	\$	46.2085	74,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		S	2,000	D	\$	46.2037	72,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		S	1,000	D	\$	46.2028	71,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		S	34,000	D	\$	46.2	37,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		M	25,000	A	\$	25.462	62,528 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/14/2006		S	25,000	D	\$	46.3053	37,528 ⁽¹⁾	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 25.462	02/14/2006	M				24,924		(2)	02/22/2012	Common Stock, \$.001 par value per share	24,924
Employee Stock Option (Option to Purchase)	\$ 24.53	02/14/2006	M				75,076		(3)	02/09/2014	Common Stock, \$.001 par value per share	75,076
Employee Stock Option (Option to Purchase)	\$ 25.462	02/15/2006	M				25,000		(2)	02/22/2012	Common Stock, \$.001 par value per share	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mclaughlin John C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			Executive Vice President	

Signatures

/s/ John
Mclaughlin 02/16/2006
 **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 of Monster Worldwide, Inc. to issue (i) 20,019 shares of common stock, \$.001 par value per share, on September 11, 2006, and (ii) 7,500 shares of common stock, \$.001 par value per share, on January 2, 2007, to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
 - (2) The options that were exercised became exercisable on various dates on or before February 22, 2005.
 - (3) The options that were exercised became exercisable on various dates on or before February 9, 2006.

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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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