#### PASTORE WILLIAM

Form 4

March 20, 2007

# FORM 4

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

**OMB** Number:

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

Stock,

\$.001 par

value per share

03/16/2007

(Print or Type Responses)

1. Name and Address of Reporting Person \* PASTORE WILLIAM

2. Issuer Name and Ticker or Trading

Symbol

MONSTER WORLDWIDE INC

5. Relationship of Reporting Person(s) to Issuer

[MNST]

(Check all applicable)

C/O MONSTER WORLDWIDE INC, 622 THIRD AVENUE

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/16/2007

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify below)

President and CEO

(Street)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

NEW YORK, NY 10017

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative Securities	s Acquired, Disposed of	, or Beneficiall	y 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 Acqui on(A) or Disposed of (Instr. 3, 4 and 5)  (A)  or  Amount (D) P			7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value per share Common	03/16/2007		A	9,778 (1) A \$ (		D	

4,083

F

\$ 433,228 (2)

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
	•				(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date	little N	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

5 4 6 N (11)	Relationships
Reporting Owner Name / Address	

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 03/20/2007

\*\*Signature of Date
Reporting Person

## **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 shares of common stock issued as a result of the attainment of individual performance goals for a 2006 calendar year performance award under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan.
  - 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
- (2) 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.

Reporting Owners 2

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(3) Represents shares of common stock withheld to satisfy tax and other withholding obligations relating to the issuance of 9,778 shares of common stock to the reporting person pursuant to a 2006 calendar year performance award.

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.