Power Chris G Form 4 February 09, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

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

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

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)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Power Chris G

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MONSTER WORLDWIDE INC [MNST]

3. Date of Earliest Transaction (Month/Day/Year) 02/07/2006

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

CFO - Global Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NEW YORK, NY 10017

(City)	(State)	(Zip) Tab	le I - Non-	<b>Derivative</b>	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispose (Instr. 3, 4	ed of (		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)
Common Stock, \$.001 par value per share	02/07/2006		M	11,000	A	\$ 21.433	16,000 (1)	D	
Common Stock, \$.001 par value per share	02/07/2006		S	11,000	D	\$ 47	5,000 (1)	D	
	02/09/2006		M	10,000	A	\$ 24.53	15,000 (1)	D	

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Common Stock, \$.001 par value per share							
Common Stock, \$.001 par value per share	02/09/2006	S	2,904	D	\$ 48.5	12,096 (1)	D
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.46	11,496 <u>(1)</u>	D
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.45	11,296 (1)	D
Common Stock, \$.001 par value per share	02/09/2006	S	1,284	D	\$ 48.44	10,012 (1)	D
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.43	9,812 (1)	D
Common Stock, \$.001 par value per share	02/09/2006	S	1,100	D	\$ 48.42	8,712 <u>(1)</u>	D
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.41	8,112 <u>(1)</u>	D
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.4	7,512 (1)	D
	02/09/2006	S	300	D	\$ 48.39	7,212 (1)	D

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/09/2006	S	100	D	\$ 48.38	7,112 <u>(1)</u>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.37	6,912 (1)	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,912	D	\$ 48.36	5,000 (1)	D	
Common Stock, \$.001 par value per share						717	I	By 401(k) Plan

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

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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)	ransactionDerivative lode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 21.433	02/07/2006		M		11,000	(2)	05/06/2012	Common Stock,	11,000

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Option (Option to Purchase)							\$.001 par value per share	
Employee Stock Option (Option to Purchase)	\$ 24.53	02/09/2006	М	10,000	02/09/2005	02/09/2014	Common Stock, \$.001 par value per share	10,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Power Chris G C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017

CFO - Global Operations

### **Signatures**

/s/ Chris G. 02/09/2006 Power 02/09/2006

\*\*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) Includes / represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.
- (2) The options that were exercised became exercisable on various dates on or before May 6, 2005.

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.

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