Baker Bradford J Form 4 February 13, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * Baker Bradford J

(First)

2. Issuer Name and Ticker or Trading Symbol

MONSTER WORLDWIDE INC

[MNST]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2006

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

Director

(Check all applicable)

10% Owner

C/O MONSTER WORLDWIDE. INC., 622 THIRD AVENUE, 39TH

(Middle)

FLOOR

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify X_ Officer (give title) below) Glbl Chf Prdct & Mkting Offcr

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqui	red, 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)	Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	02/10/2006		Code V M	Amount 6,375	(D)	Price \$ 24.53	11,375 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006		S	1,000	D	\$ 47.0724	10,375 (1)	D	

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Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 47.0528	10,125 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	125	D	\$ 46.9986	10,000 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	750	D	\$ 47.0528	9,250 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0416	8,250 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0124	7,250 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9998	6,250 <u>(1)</u>	D	
Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 46.9986	6,000 (1)	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9944	5,000 (1)	D	
Common Stock, \$.001 par value per share						873	I	By 401(k) Plan

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 24.53	02/10/2006		M	6,375	02/09/2006	02/09/2014	Common Stock, \$.001 par value per share	6,375

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baker Bradford J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017

Glbl Chf Prdct & Mkting Offer

Signatures

/s/ Bradford J. 02/13/2006 Baker

**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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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