

MONSTER WORLDWIDE INC  
 Form 4  
 May 21, 2007

**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 \*  
 MCKELVEY ANDREW J

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)  
 C/O BLACKFIN CAPITAL,  
 LLC, 200 PARK AVENUE, 44TH  
 FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/17/2007

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

(Street)  
 NEW YORK, NY 10166

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock, \$001 par value per share | 05/17/2007                           |  | S                              | 14,150  | D   | \$ 48.93   | 11,275,546 D                               |
| Common Stock, \$001 par value per share | 05/17/2007                           |  | S                              | 7,410   | D   | \$ 48.94   | 11,268,136 D                               |

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|  |            |   |        |   |          |            |   |
|--|------------|---|--------|---|----------|------------|---|
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 26,712 | D | \$ 48.95 | 11,241,424 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 1,970  | D | \$ 48.96 | 11,239,454 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 10,815 | D | \$ 48.97 | 11,228,639 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 1,630  | D | \$ 48.98 | 11,227,009 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 17,584 | D | \$ 48.99 | 11,209,425 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 19,404 | D | \$ 49    | 11,190,021 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 2,000  | D | \$ 49.01 | 11,188,021 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 4,400  | D | \$ 49.02 | 11,183,621 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 2,800  | D | \$ 49.03 | 11,180,821 | D |
|  | 05/17/2007 | S | 1,604  | D |          | 11,179,217 | D |

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|  |            |   |       |   |          |            |   |
|--|------------|---|-------|---|----------|------------|---|
| Common Stock,<br>\$001 par value per share |            |   |       |   | \$ 49.04 |            |   |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 4,600 | D | \$ 49.05 | 11,174,617 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 2,390 | D | \$ 49.06 | 11,172,227 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 700   | D | \$ 49.07 | 11,171,527 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 1,200 | D | \$ 49.08 | 11,170,327 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 1,326 | D | \$ 49.09 | 11,169,001 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 3,900 | D | \$ 49.1  | 11,165,101 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 9,300 | D | \$ 49.13 | 11,155,801 | D |
| Common Stock,<br>\$001 par value per share | 05/17/2007 | S | 700   | D | \$ 49.14 | 11,155,101 | D |
|  | 05/17/2007 | S | 4,300 | D |          | 11,150,801 | D |

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|   |            |   |       |   |          |            |   |
|---|------------|---|-------|---|----------|------------|---|
| Common Stock, \$001 par value per share |            |   |       |   | \$ 49.15 |            |   |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 100   | D | \$ 49.26 | 11,150,701 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 100   | D | \$ 49.27 | 11,150,601 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 200   | D | \$ 49.28 | 11,150,401 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 1,700 | D | \$ 49.29 | 11,148,701 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 3,900 | D | \$ 49.3  | 11,144,801 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 3,100 | D | \$ 49.31 | 11,141,701 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 100   | D | \$ 49.32 | 11,141,601 | D |
| Common Stock, \$001 par value per share | 05/17/2007 | S | 100   | D | \$ 49.33 | 11,141,501 | D |
|   |            |   |       |   |          | <u>(1)</u> |   |
|   |            |   |       |   |          | 2,232      | I |

Common  
Stock,  
\$001 par  
value per  
share

See  
footnote  
(2)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCKELVEY ANDREW J<br>C/O BLACKFIN CAPITAL, LLC<br>200 PARK AVENUE, 44TH FLOOR<br>NEW YORK, NY 10166 |               | X         |         |       |

## Signatures

/s/ Andrew J. McKelvey 05/21/2007

\*\*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) See Exhibit 99.1.
- (2) See Exhibit 99.1.

**Remarks:**

Exhibit List

Exhibit 99.1 - Explanation of Responses

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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