

Pogorzelski Steven  
 Form 4  
 November 16, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Pogorzelski Steven

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)  
 11/15/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Group President, International

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	11/15/2005		M		53,365	A	\$ 23.42
					118,405	(1)	
Common Stock, \$.001 par value per share	11/15/2005		S		3,000	D	\$ 38
					115,405	(1)	

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Common Stock, \$.001 par value per share	11/15/2005	S	50,365	D	\$ 37.926	65,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	11/15/2005	M	53,365	A	\$ 25.762	118,405 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	11/15/2005	S	53,365	D	\$ 37.926	65,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	11/15/2005	M	18,750	A	\$ 24.53	83,790 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	11/15/2005	S	18,750	D	\$ 37.926	65,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share						2,890	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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(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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 23.42	11/15/2005	M				(2)	10/18/2009	Common Stock, \$.001 par value per share	53,365
Employee Stock Option (Option to Purchase)	\$ 25.762	11/15/2005	M				(3)	11/01/2011	Common Stock, \$.001 par value per share	53,365
Employee Stock Option (Option to Purchase)	\$ 24.53	11/15/2005	M					02/09/2005 02/09/2014	Common Stock, \$.001 par value per share	18,750

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pogorzelski Steven C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017			Group President, International	

**Signatures**

/s/ Steven Pogorzelski 11/15/2005  
 \*\*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).  
 Includes a commitment of Monster Worldwide, Inc. to issue 16,260 shares of common stock, \$.001 par value per share, on each of (i) September 8, 2006, (ii) September 8, 2007, (iii) September 8, 2008 and (iv) September 8, 2009 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 or before 10/18/2003.
- (3) The options that were exercised became exercisable on or before 11/01/2005.

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.