

MONSTER WORLDWIDE INC  
Form 4  
May 18, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)  
05/16/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value per share	05/16/2006		M		18,750	A	\$ 24.53
					83,790	(1)	
Common Stock, \$.001 par value per share	05/16/2006		S		1,000	D	\$ 54.004
					82,790	(1)	

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Common Stock, \$.001 par value per share	05/16/2006	S	17,750	D	\$ 54	65,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	05/16/2006	M	25,000	A	\$ 33.64	90,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	05/16/2006	S	1,000	D	\$ 54.003	89,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	05/16/2006	S	24,000	D	\$ 54	65,040 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share						2,867	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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock	\$ 24.53	05/16/2006		M	18,750	02/09/2006 02/09/2014	Common Stock, 18,750

Option (Option to Purchase)								\$ .001 par value per share	
Employee Stock Option (Option to Purchase)	\$ 33.64	05/16/2006	M	25,000	12/28/2005	12/28/2014		Common Stock, \$.001 par value per share	25,000

## 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 05/18/2006

          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).
- Includes/represents a commitment of Monster Worldwide, Inc. to issue 16,260 shares of common stock, \$.001 par value per share, on (1) 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.

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.