

MONSTER WORLDWIDE INC
Form 4
November 04, 2005

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 *
Baker Bradford 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)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2005

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Glbl Chf Prdct & Mkting Offcr

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)
X 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	(D)	Price	
Common Stock, \$0.01 par value per share	11/03/2005		M		10,138	A	\$ 25.518 10,138	D
Common Stock, \$0.01 par value per share	11/03/2005		S		917	D	\$ 34.94 9,221	D

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Common Stock, \$.001 par value per share	11/03/2005	S	621	D	\$ 34.926	8,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.921	7,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	2,000	D	\$ 34.92	5,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.914	4,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.913	3,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	2,000	D	\$ 34.91	1,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	517	D	\$ 34.9593	1,083	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.95	83	D
Common Stock, \$.001 par value per share	11/03/2005	S	83	D	\$ 34.94	0	D
	11/03/2005	M	2,001	A	\$ 25.462	2,001	D

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Common Stock, \$.001 par value per share							
Common Stock, \$.001 par value per share	11/03/2005	S	622	D	\$ 34.988	1,379	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.984	379	D
Common Stock, \$.001 par value per share	11/03/2005	S	379	D	\$ 34.926	0	D
Common Stock, \$.001 par value per share	11/03/2005	M	6,003	A	\$ 21.433	6,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.994	5,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.973	4,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.945	3,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	3	D	\$ 34.94	3,000	D
	11/03/2005	S	3,000	D	\$ 34.93	0	D

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Common Stock, \$.001 par value per share									
Common Stock, \$.001 par value per share	11/03/2005	M	4,000	A	\$ 11.79	4,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.957	3,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	3,000	D	\$ 34.93	0		D	
Common Stock, \$.001 par value per share	11/03/2005	M	5,000	A	\$ 25.42	5,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	4,622	D	\$ 34.99	378		D	
Common Stock, \$.001 par value per share	11/03/2005	S	378	D	\$ 34.988	0		D	
Common Stock, \$.001 par value per share						878		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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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 Option (Option to Purchase)	\$ 25.518	11/03/2005		M	10,138	<u>(1)</u> 10/02/2011	Common Stock, \$0.001 par value per share 10,138
Employee Stock Option (Option to Purchase)	\$ 25.462	11/03/2005		M	2,001	<u>(2)</u> 02/22/2012	Common Stock, \$0.001 par value per share 2,001
Employee Stock Option (Option to Purchase)	\$ 21.433	11/03/2005		M	6,003	<u>(3)</u> 05/06/2012	Common Stock, \$0.001 par value per share 6,003
Employee Stock Option (Option to Purchase)	\$ 11.79	11/03/2005		M	4,000	<u>(4)</u> 04/10/2013	Common Stock, \$0.001 par value per share 4,000
Employee Stock Option (Option to Purchase)	\$ 25.42	11/03/2005		M	5,000	<u>(5)</u> 10/01/2013	Common Stock, \$0.001 par value per share 5,000

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			Glbl Chf Prdct & Mkting Offer	

NEW YORK, NY 10017

Signatures

/s/ Bradford J.
Baker

11/04/2005

__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).
- (1) 2,534 of these options became exercisable on 10/02/2002; 2,535 of these options became exercisable on 10/02/2003; 2,534 of these options became exercisable on 10/02/2004; and 2,535 of these options became exercisable on 10/02/2005.
 - (2) 667 of these options became exercisable on each of 02/22/2003, 02/22/2004 and 02/22/2005.
 - (3) 2,001 of these options became exercisable on each of 05/06/2003, 05/06/2004 and 05/06/2005.
 - (4) 2,000 of these options became exercisable on each of 04/10/2004 and 04/10/2005.
 - (5) 2,500 of these options became exercisable on each of 10/01/2004 and 10/01/2005.

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.