MONSTER WORLDWIDE INC

Form 4 May 06, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Power Chris G

2. Issuer Name and Ticker or Trading

Symbol

MONSTER WORLDWIDE INC

[MNST]

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2005

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

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO-Global Operations

Applicable Line)

Director

X_ Officer (give title

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

(I)

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

NEW YORK, NY 10017

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

(A)

or

6. Date Exercisable and **Expiration Date**

7. Title and Amour Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005		D <u>(1)</u>		50,000	<u>(1)</u>	02/09/2014	Common Stock	50,0
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005		A <u>(1)</u>	50,000		<u>(1)</u>	02/09/2014	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address Relationships	
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Director 10% Owner Officer Other

Power Chris G C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017

CFO-Global Operations

Signatures

/s/ Chris G.
Power

**Signature of Date

**Signature of
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).

Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on February 9,

(1) 2004. The replacement options are presently exercisable as to 12,500 shares and will become exercisable as to 12,500 shares on each of 2/9/06, 2/9/07, and 2/9/08 and shall remain exercisable until the later of 2/9/09 or six months after Mr. Power's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

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.

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