

MONSTER WORLDWIDE INC  
Form 4  
May 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Trumbull Jonathan

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)  
05/04/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Glbl Cntrlr/Ch Actng Officer

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security<br>(Instr. 3)                                 | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities Acquired (Month/Day/Year) |        |     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|--|---|-------------------------|--------------------|--------------------------------------|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|  |   |                         |                    | (A)                                  | (D)    | (D) |                     |                    |                 |                                     |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 24.53  | 05/04/2005              | D <sup>(1)</sup>   |                                      | 20,000 |     | <u>(1)</u>          | 02/09/2014         | Common<br>Stock | 20,000                              |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 24.53  | 05/04/2005              | A <sup>(1)</sup>   | 20,000                               |        |     | <u>(1)</u>          | 02/09/2014         | Common<br>Stock | 20,000                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Trumbull Jonathan<br>C/O MONSTER WORLDWIDE, INC.<br>622 THIRD AVENUE<br>NEW YORK, NY 10017 |               |           | Glbl Cntrlr/Ch Acctng Officer |       |

## Signatures

/s/ Jonathan  
Trumbull 05/06/2005

         \*\*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).
- 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 5,000 shares and will become exercisable as to 5,000 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. Trumbull'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.