Trumbull Jonathan Form 4 March 06, 2007

## FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 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

See Instruction 30(h) of the Investment Company Act of 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Trumbull Jonathan

MONSTER WORLDWIDE INC [MNST]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

[MNS

(Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE

03/03/2007

below) below)
Glbl Cntrlr/Ch Acctng Officer

6. Individual or Joint/Group Filing(Check

INC., 622 THIRD AVENUE
(Street)

(First)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_Form filed by One Reporting Person \_\_\_Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City)	(State)	Zip) Table	e I - Non-D	Derivative Securities Acc	quired, Disposed o	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		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)
Common Stock, \$.001 par value per share	03/03/2007		Code V	5,000	5,000 (2)	D	
Common Stock, \$.001 par value per share	03/05/2007		F	423 (3) D \$ 46.83	4,577 <u>(4)</u>	D	
					652	I	

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Common
Stock,
Plan
\$.001 par

value per share

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. onNumber	6. Date Exer Expiration D		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr. 3 and 4)	)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								A a		
								Amoun	L	
						Date	Expiration	or Title Number		
						Exercisable	Date	of		

Code V (A) (D)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Trumbull Jonathan C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017

Glbl Cntrlr/Ch Acctng Officer

Shares

#### **Signatures**

/s/ Jonathan

Trumbull 03/06/2007

\*\*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).

Reporting Owners 2

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Represents a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions. Such commitment is in the form of restricted stock units originally granted on March 27, 2006, and this award was originally disclosed in a Form 8-K dated March 27, 2006 filed by Monster

- (1) Worldwide, Inc. on March 31, 2006. The award is being reported on this Form 4 by the reporting person as a result of the certification dated March 3, 2007 by the Compensation Committee of the Board of Directors of Monster Worldwide, Inc. that the performance-based conditions set forth in the award were satisfied in full.
- (2) Represents a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of March 5, 2007, March 5, 2008, March 5, 2009 and March 5, 2010, subject to certain conditions.
- (3) Represents shares of common stock withheld to satisfy tax and other withholding obligations relating to the issuance of 1,250 shares of common stock to the reporting person on March 5, 2007 pursuant to a restricted stock unit award.
- (4) Includes a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person on each of March 5, 2008, March 5, 2009 and March 5, 2010, 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.