

MONSTER WORLDWIDE INC
Form 4
November 04, 2005

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

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 *
DOLPHIN PETER

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)
11/02/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group President, Europe

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, \$0.01 par value per share	11/02/2005		M		64,037	A	\$ 12.589 65,037	D
Common Stock, \$0.01 par value per share	11/02/2005		S		1,000	D	\$ 35.327 64,037	D
	11/02/2005		S		4,000	D	\$ 35.29 60,037	D

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Common Stock, \$.001 par value per share							
Common Stock, \$.001 par value per share	11/02/2005	S	336	D	\$ 35.274	59,701	D
Common Stock, \$.001 par value per share	11/02/2005	S	664	D	\$ 35.274	59,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2578	58,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	10,000	D	\$ 35.24	48,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2374	47,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2334	46,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2323	45,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.23	44,037	D
	11/02/2005	S	1,000	D		43,037	D

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Common Stock, \$.001 par value per share					\$ 35.2248		
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2238	42,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.221	41,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.211	40,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	5,000	D	\$ 35.21	35,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2079	34,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.2059	33,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.205	32,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.201	31,037	D
	11/02/2005	S	2,000	D		29,037	D

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Common Stock, \$.001 par value per share					\$ 35.1978		
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.192	28,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	13,000	D	\$ 35.19	15,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.1892	14,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.1888	13,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	2,000	D	\$ 35.182	11,037	D
Common Stock, \$.001 par value per share	11/02/2005	S	37	D	\$ 35.18	11,000	D
Common Stock, \$.001 par value per share	11/02/2005	S	1,000	D	\$ 35.1722	10,000	D
Common Stock, \$.001 par value per share	11/02/2005	S	9,000	D	\$ 35.17	1,000	D

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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 Option (Option to Purchase)	\$ 12.589	11/02/2005		M	64,037	⁽¹⁾ 12/09/2008	Common Stock, \$.001 par value per share 64,037

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLPHIN PETER C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017			Group President, Europe	

Signatures

/s/ Peter Dolphin 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) These options became exercisable on various dates on or before 12/09/2002.

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