

PASTORE WILLIAM  
Form 4  
May 04, 2006

**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 \*  
PASTORE WILLIAM

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)  
05/02/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, \$.001 par value per share | 05/02/2006                           |  | S                              |   | 2,000   | D  | \$ 55.34  |
|  |                                      |  |                                |   | 294,959 <sup>(1)</sup>  | D  |   |
| Common Stock, \$.001 par value per share | 05/02/2006                           |  | S                              |   | 5,000   | D  | \$ 55.15  |
|  |                                      |  |                                |   | 289,959 <sup>(1)</sup>  | D  |   |
|  | 05/03/2006                           |  | S                              |   | 5,000   | D  | \$ 55.5   |
|  |                                      |  |                                |   | 284,959 <sup>(1)</sup>  | D  |   |

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|   |            |   |        |   |            |                        |   |  |
|---|------------|---|--------|---|------------|------------------------|---|--|
| Common Stock,<br>\$.001 par<br>value per<br>share |            |   |        |   |            |                        |   |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/03/2006 | S | 2,000  | D | \$ 55.65   | 282,959 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/03/2006 | S | 3,000  | D | \$ 55.75   | 279,959 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/03/2006 | M | 59,652 | A | \$ 24.53   | 339,611 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/03/2006 | S | 59,652 | D | \$ 55.6107 | 279,959 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/04/2006 | S | 612    | D | \$ 55.45   | 279,347 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/04/2006 | M | 40,348 | A | \$ 24.53   | 319,695 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/04/2006 | S | 40,348 | D | \$ 55.3945 | 279,347 <sup>(1)</sup> | D |  |
| Common Stock,<br>\$.001 par<br>value per<br>share | 05/04/2006 | M | 50,000 | A | \$ 33.64   | 329,347 <sup>(1)</sup> | D |  |
|   | 05/04/2006 | S | 50,000 | D |            | 279,347 <sup>(1)</sup> | D |  |

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Common Stock, \$0.001 par value per share \$ 55.3168

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) | \$ 24.53   | 05/03/2006                           |  | M                              | 59,652  | (2) 02/09/2014   | Common Stock, \$0.001 par value per share 59,652              |
| Employee Stock Option (Option to Purchase) | \$ 24.53   | 05/04/2006                           |  | M                              | 40,348  | (2) 02/09/2014   | Common Stock, \$0.001 par value per share 40,348              |
| Employee Stock Option (Option to Purchase) | \$ 33.64   | 05/04/2006                           |  | M                              | 50,000  | 12/28/2005 12/28/2014                                    | Common Stock, \$0.001 par value per share 50,000              |

Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
|                                |               |           | President and COO |       |

PASTORE WILLIAM  
C/O MONSTER WORLDWIDE INC  
622 THIRD AVENUE  
NEW YORK, NY 10017

## Signatures

/s/ William

Pastore

05/04/2006

\_\_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).

- Includes a commitment of Monster Worldwide, Inc. to issue (A) 31,250 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of March 31, 2007 and March 31, 2008, subject to certain conditions, and (B) 50,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of February 6, 2007, February 6, 2008, February 6, 2009 and February 5, 2010, subject to certain conditions.
- (1)
- (2) The options that were exercised became exercisable on various dates on or before February 9, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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