

KRAMER RONALD J
Form 4
February 13, 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 *
KRAMER RONALD J

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)
02/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 02/09/2006 | | M | 5,336 A \$ 22.005 | 12,836 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 02/09/2006 | | S | 5,336 D \$ 47.65 | 7,500 ⁽¹⁾ | D | |
| | 02/09/2006 | | M | 5,000 A \$ 20.41 | 12,500 ⁽¹⁾ | D | |

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Common Stock, \$.001 par value per share

Common Stock, \$.001 par value per share

02/09/2006

S 418 D \$ 47.68 12,082 ⁽¹⁾ D

Common Stock, \$.001 par value per share

02/09/2006

S 600 D \$ 47.67 11,482 ⁽¹⁾ D

Common Stock, \$.001 par value per share

02/09/2006

S 838 D \$ 47.66 10,644 ⁽¹⁾ D

Common Stock, \$.001 par value per share

02/09/2006

S 3,144 D \$ 47.65 7,500 ⁽¹⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | \$ 22.005 | 02/09/2006 | | M | 5,336 | ⁽²⁾ 06/20/2012 | | 5,336 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|--|--|
| Stock Option (Option to Purchase) | | | | | | | | Common Stock, \$.001 par value per share |
| Stock Option (Option to Purchase) | \$ 20.41 | 02/09/2006 | M | 5,000 | <u>(3)</u> | 06/18/2013 | Common Stock, \$.001 par value per share | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAMER RONALD J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ Ronald J.
Kramer

02/13/2006

**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).
- (1) Includes a commitment of Monster Worldwide, Inc. to issue 1,250 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on each of June 17, 2006 and June 17, 2007, subject to certain conditions.
- (2) 2,668 of these options became exercisable on each of June 20, 2003 and June 20, 2004.
- (3) 2,500 of these options became exercisable on each of June 18, 2004 and June 18, 2005.

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.