

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	(A) or (D)	Price
Common Stock, \$.001 par value per share	05/02/2006		S		2,000	D	\$ 55.34
					294,959 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	05/02/2006		S		5,000	D	\$ 55.15
					289,959 ⁽¹⁾	D	
	05/03/2006		S		5,000	D	\$ 55.5
					284,959 ⁽¹⁾	D	

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