

MONSTER WORLDWIDE INC  
Form 4  
November 04, 2005

**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 \*  
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)  
C/O MONSTER WORLDWIDE  
INC, 622 THIRD AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2005

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

NEW YORK, NY 10017

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

(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 or Price   |  |   |
| Common Stock, \$.001 par value per share | 11/03/2005                           |  | M                              |   | 50,000 A \$ 10.321  | 51,000   | D   |
| Common Stock, \$.001 par value per share | 11/03/2005                           |  | S                              |   | 92 D \$ 35.35   | 50,908   | D   |
|  | 11/03/2005                           |  | S                              |   | 200 D \$ 35.24  | 50,708   | 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 | 11/03/2005 | S | 2,300 | D | \$ 35.2  | 48,408 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 100   | D | \$ 35.19 | 48,308 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 100   | D | \$ 35.18 | 48,208 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 662   | D | \$ 35.17 | 47,546 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 2,040 | D | \$ 35.15 | 45,506 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 1,000 | D | \$ 35.13 | 44,506 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 700   | D | \$ 35.05 | 43,806 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 11/03/2005 | S | 200   | D | \$ 35.04 | 43,606 | D |
|   | 11/03/2005 | S | 1,500 | D | \$ 35.02 | 42,106 | D |

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

11/03/2005

S 300 D \$ 35.01 41,806 D

11/03/2005

S 40,806 D \$ 35 1,000 D

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

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(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) | \$ 10.321  | 11/03/2005                           |  | M                              | 50,000  | <sup>(1)</sup> 09/11/2012                                | Common Stock, \$.001 par value per share 50,000               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Group President, Europe

DOLPHIN PETER  
C/O MONSTER WORLDWIDE INC  
622 THIRD AVENUE  
NEW YORK, NY 10017

## 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 09/11/2005.

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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