

EISELE GEORGE
Form 4
June 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EISELE GEORGE

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)
06/06/2005

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$.001 par value per share	06/06/2005		S		40,000	D \$ 28.3226	110,598 D
Common Stock, \$.001 par value per share	06/06/2005		M		5,000	A \$ 11.79	115,598 D
	06/06/2005		S		5,000	D	110,598 D

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Common Stock, \$.001 par value per share					\$ 28.4688			
Common Stock, \$.001 par value per share	06/06/2005	M	4,269	A	\$ 12.589	114,867	D	
Common Stock, \$.001 par value per share	06/06/2005	S	4,269	D	\$ 28.4688	110,598	D	
Common Stock, \$.001 par value per share	06/07/2005	G	71,149	D	\$ 0	39,449	D	
Common Stock, \$.001 par value per share						1,526	I	By 401(k) Plan

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
	\$ 11.79	06/06/2005		M	5,000	04/10/2005 ⁽¹⁾	04/10/2013
							Title
							Amount or Number of Shares
							5,000

Employee
Stock
Option
(Option to
Purchase)

Common
Stock,
\$.001 par
value per
share

Employee
Stock
Option \$ 12.589 06/06/2005
(Option to
Purchase)

Common
Stock,
\$.001 par
value per
share

M

4,269

12/09/2002⁽²⁾

12/09/2008

4,269

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISELE GEORGE C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017		X		

Signatures

/s/ George
Eisele 06/07/2005

**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) The options that were exercised became exercisable with respect to 2,500 shares on 04/10/2004 and with respect to 2,500 shares on 04/10/2005.
- (2) The options that were exercised became exercisable on various dates on or before 12/09/2002.

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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