

Pogorzelski Steven
Form 3
June 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pogorzelski Steven | | (Month/Day/Year) | MONSTER WORLDWIDE INC [MNST] | |
| (Last) | (First) | (Middle) | 06/16/2005 | |
| C/O MONSTER WORLDWIDE, INC., Â 622 THIRD AVENUE, 39TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10017 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | President, Monster N. America | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock, \$.001 par value per share | 2,946 | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------------|---------------------------|-----------------|------------------------------------------|----------------------------|-----------|---------------------------------------|---|
| Employee Stock Option (Option to Purchase) | 10/18/2000 ⁽¹⁾ | 10/18/2009 | Common Stock, \$.001 par value per share | 53,365 | \$ 23.42 | D | Â |
| Employee Stock Option (Option to Purchase) | 08/02/2001 ⁽²⁾ | 08/02/2010 | Common Stock, \$.001 par value per share | 53,365 | \$ 63.825 | D | Â |
| Employee Stock Option (Option to Purchase) | 10/11/2001 ⁽³⁾ | 10/11/2010 | Common Stock, \$.001 par value per share | 80,047 | \$ 51.294 | D | Â |
| Employee Stock Option (Option to Purchase) | 11/01/2002 ⁽⁴⁾ | 11/01/2011 | Common Stock, \$.001 par value per share | 53,365 | \$ 25.762 | D | Â |
| Employee Stock Option (Option to Purchase) | 04/10/2004 ⁽⁵⁾ | 04/10/2013 | Common Stock, \$.001 par value per share | 10,000 | \$ 11.79 | D | Â |
| Employee Stock Option (Option to Purchase) | 02/09/2005 ⁽⁶⁾ | 02/09/2014 | Common Stock, \$.001 par value per share | 75,000 | \$ 24.53 | D | Â |
| Employee Stock Option (Option to Purchase) | 12/28/2005 ⁽⁷⁾ | 12/28/2014 | Common Stock, \$.001 par value per share | 100,000 | \$ 33.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pogorzelski Steven C/O MONSTER WORLDWIDE, INC. | Â | Â | Â President, Monster N. America | Â |

622 THIRD AVENUE, 39TH FLOOR
NEW YORK, NY 10017

Signatures

/s/ Steven
Pogorzelski

06/24/2005

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 vested and became exercisable as to 13,341 shares on each of 10/18/2000, 10/18/2001 and 10/18/2002, and vested and became exercisable as to 13,342 shares on 10/18/2003.
- (2) These options vested and became exercisable as to 13,341 shares on each of 08/02/2001, 08/02/2002 and 08/02/2003, and vested and became exercisable as to 13,342 shares on 08/02/2004.
- (3) These options vested and became exercisable as to 20,011 shares on 10/11/2001, and vested and became exercisable as to 20,012 shares on each of 10/11/2002, 10/11/2003 and 10/11/2004.
- (4) These options vested and became exercisable as to 13,341 shares on each of 11/01/2002, 11/01/2003 and 11/01/2004. With respect to the remaining 13,342 shares, these options vested on 05/04/2005 and will become exercisable on 11/01/2005.
- (5) These options will vest and become exercisable as to 5,000 shares on each of 04/10/2006 and 04/10/2007.
These options vested and became exercisable as to 18,750 shares on 02/09/2005. With respect to the remaining 56,250 shares, these
- (6) options vested on 05/04/2005 and will become exercisable as to an additional 18,750 shares on each of 02/09/2006, 02/09/2007 and 02/09/2008.
- (7) These options vested on 05/31/2005 and will become exercisable as to 25,000 shares on each of 12/28/2005, 12/28/2006, 12/28/2007 and 12/28/2008.

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.