

MONSTER WORLDWIDE INC  
Form 4  
February 28, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Trumbull Jonathan

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)  
02/27/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Glbl Cntrlr/Ch Acctng Officer

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 | 02/27/2006                           |                                                    | M                              |                                                                   | 7,500                                                                                         | A                                                        | \$ 11.202 7,500                                       | D |
| Common Stock, \$.001 par value per share | 02/27/2006                           |                                                    | S                              |                                                                   | 60                                                                                            | D                                                        | \$ 49.97 7,440                                        | D |
|                                          | 02/27/2006                           |                                                    | S                              |                                                                   | 300                                                                                           | D                                                        | \$ 49.95 7,140                                        | D |

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Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

02/27/2006

S

600

D

\$ 49.94

6,540

D

02/27/2006

S

3,700

D

\$  
49.9304

2,840

D

02/27/2006

S

2,840

D

\$ 49.93

0

D

523

I

By 401(k)  
Plan

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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            | \$ 11.202                                              | 02/27/2006                           |                                                    | M                              | 7,500                                                                                   | (1) 01/08/2013                                           |                                                               | 7,500                         |

Employee  
 Stock  
 Option  
 (Option to  
 Purchase)

Common  
 Stock,  
 \$.001 par  
 value per  
 share

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                               |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer                       | Other |
| Trumbull Jonathan<br>C/O MONSTER WORLDWIDE, INC.<br>622 THIRD AVENUE<br>NEW YORK, NY 10017 |               |           | Glbl Cntrlr/Ch Acctng Officer |       |

## Signatures

/s/ Jonathan  
 Trumbull

02/28/2006

\*\*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) The options that were exercised became exercisable on various dates on or before December 29, 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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