

FARREY BRIAN
Form 4
May 03, 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 *
FARREY BRIAN

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)
05/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Monster WW Technologies

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 | 05/01/2006 | | M | | 4,752 | A | \$ 11.79 | 9,752 ⁽¹⁾ | D |
| Common Stock, \$.001 par value per share | 05/01/2006 | | S | | 4,752 | D | \$ 56.5 | 5,000 ⁽¹⁾ | D |
| | 05/02/2006 | | M | | 10,000 | A | \$ 23.42 | 15,000 ⁽¹⁾ | D |

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| | | | | | | | | | |
|---|------------|--|---|--------|---|------------|-----------------------|---|----------------|
| Common Stock, \$.001 par value per share | | | | | | | | | |
| Common Stock, \$.001 par value per share | 05/02/2006 | | S | 10,000 | D | \$ 55.0005 | 5,000 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/02/2006 | | M | 248 | A | \$ 11.79 | 5,248 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/02/2006 | | S | 248 | D | \$ 55.1981 | 5,000 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/02/2006 | | M | 10,000 | A | \$ 24.53 | 15,000 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | 05/02/2006 | | S | 10,000 | D | \$ 54.9631 | 5,000 ⁽¹⁾ | D | |
| Common Stock, \$.001 par value per share | | | | | | | 1,410 | 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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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--|----------------------------|
| Employee Stock Option (Option to Purchase) | \$ 11.79 | 05/01/2006 | M | 4,752 | | | | | (2) | 04/10/2013 | Common Stock, \$.001 par value per share | 4,752 |
| Employee Stock Option (Option to Purchase) | \$ 23.42 | 05/02/2006 | M | 10,000 | | | | | (3) | 10/18/2009 | Common Stock, \$.001 par value per share | 10,000 |
| Employee Stock Option (Option to Purchase) | \$ 11.79 | 05/02/2006 | M | 248 | | | | | (2) | 04/10/2013 | Common Stock, \$.001 par value per share | 248 |
| Employee Stock Option (Option to Purchase) | \$ 24.53 | 05/02/2006 | M | 10,000 | | | | | (4) | 02/09/2014 | Common Stock, \$.001 par value per share | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARREY BRIAN C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017 | | | Pres., Monster WW Technologies | |

Signatures

/s/ Brian Farrey 05/03/2006
 **Signature of Date
 Reporting Person

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).

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- (1) Includes / represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock, \$.001 par value per share, on January 2, 2007 to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
- (2) The options that were exercised became exercisable on various dates on or before December 29, 2005.
- (3) The options that were exercised became exercisable on various dates on or before October 18, 2003.
- (4) 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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