

CAMARA PAUL
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CAMARA PAUL

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)
03/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP-Creative/Sales/Marketing

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$.001 par value per share	03/01/2005		S ⁽¹⁾	100 D	\$ 28.52 239,452	D	
Common Stock, \$.001 par value per share	03/01/2005		S ⁽¹⁾	100 D	\$ 28.47 239,352	D	
	03/01/2005		S ⁽¹⁾	100 D	239,252	D	

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Common Stock, \$.001 par value per share					\$ 28.42		
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	300	D	\$ 28.39	238,952	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	367	D	\$ 28.36	238,585	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	400	D	\$ 28.49	238,185	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	400	D	\$ 28.4	237,785	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	430	D	\$ 28.38	237,355	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	700	D	\$ 28.45	236,655	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	800	D	\$ 28.46	235,855	D
Common Stock, \$.001 par value per share	03/01/2005	<u>S⁽¹⁾</u>	900	D	\$ 28.5	234,955	D
	03/01/2005	<u>S⁽¹⁾</u>	2,039	D		232,916	D

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Common Stock, \$.001 par value per share						\$ 28.41			
Common Stock, \$.001 par value per share	03/01/2005		S ⁽¹⁾	2,114	D	\$ 28.51	230,802	D	
Common Stock, \$.001 par value per share							1,994	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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMARA PAUL C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017				Exec VP-Creative/Sales/Marktn

Signatures

/s/ Paul Camara

03/02/2005

**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) Reflects a sale made pursuant to Mr. Camara's 10b5-1 Plan.

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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