

CAMARA PAUL  
Form 4  
February 07, 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 \*  
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)  
02/06/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

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 Ownership (Instr. 4) |         |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |         |   |
| Common Stock, \$0.01 par value per share | 02/06/2006                           |  | M                              |   | 13,341  | A  | \$ 6.03                                    | 217,820 | D |
| Common Stock, \$0.01 par value per share | 02/06/2006                           |  | S                              |   | 2,000   | D  | \$ 47.181                                  | 215,820 | D |
|  | 02/06/2006                           |  | S                              |   | 2,000   | D  | \$ 47.18                                   | 213,820 | D |

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|   |            |   |       |   |            |         |   |
|---|------------|---|-------|---|------------|---------|---|
| Common Stock,<br>\$.001 par<br>value per<br>share |            |   |       |   |            |         |   |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.146  | 212,820 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.1316 | 211,820 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.11   | 210,820 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 260   | D | \$ 47.1    | 210,560 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.094  | 209,560 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.089  | 208,560 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.062  | 207,560 | D |
| Common Stock,<br>\$.001 par<br>value per<br>share | 02/06/2006 | S | 1,000 | D | \$ 47.06   | 206,560 | D |
|   | 02/06/2006 | S | 1,000 | D |            | 205,560 | D |

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|   |            |   |        |   |            |         |   |
|---|------------|---|--------|---|------------|---------|---|
| Common Stock,<br>\$.001 par value per share |            |   |        |   | \$ 47.0478 |         |   |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 1,000  | D | \$ 47.0273 | 204,560 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 81     | D | \$ 47.0007 | 204,479 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | M | 11,740 | A | \$ 7.023   | 216,219 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 2,000  | D | \$ 47.14   | 214,219 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 1,000  | D | \$ 47.126  | 213,219 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 1,000  | D | \$ 47.125  | 212,219 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 1,000  | D | \$ 47.1196 | 211,219 | D |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 | S | 740    | D | \$ 47.1    | 210,479 | D |
|   | 02/06/2006 | S | 1,000  | D |            | 209,479 | D |

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|   |            |  |   |       |         |            |         |  |   |                |
|---|------------|--|---|-------|---------|------------|---------|--|---|----------------|
| Common Stock,<br>\$.001 par value per share |            |  |   |       | \$      |            |         |  |   |                |
|   |            |  |   |       | 47.0996 |            |         |  |   |                |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 |  | S | 1,000 | D       | \$ 47.055  | 208,479 |  | D |                |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 |  | S | 1,000 | D       | \$ 47.0471 | 207,479 |  | D |                |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 |  | S | 1,000 | D       | \$ 47.0343 | 206,479 |  | D |                |
| Common Stock,<br>\$.001 par value per share | 02/06/2006 |  | S | 2,000 | D       | \$ 47      | 204,479 |  | D |                |
| Common Stock,<br>\$.001 par value per share |            |  |   |       |         |            | 2,186   |  | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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|  |          |            | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                                    | Amount or Number of Shares |
|--|----------|------------|------|---|-----|-----|------------------|-----------------|--|----------------------------|
| Employee Stock Option (Option to Purchase) | \$ 6.03  | 02/06/2006 | M    |   |     |     | (1)              | 01/06/2007      | Common Stock, \$.001 par value per share | 13,341                     |
| Employee Stock Option (Option to Purchase) | \$ 7.023 | 02/06/2006 | M    |   |     |     | (2)              | 12/12/2007      | Common Stock, \$.001 par value per share | 11,740                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| CAMARA PAUL<br>C/O MONSTER WORLDWIDE INC<br>622 THIRD AVENUE<br>NEW YORK, NY 10017 |               |           | Executive Vice President |       |

## Signatures

/s/ Paul Camara                      02/07/2006  
 \*\*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).
- (1) These options became exercisable on various dates on or before December 31, 1997.
- (2) 2,935 of these options became exercisable on each of December 31, 1998, December 31, 1999, December 31, 2000 and December 31, 2001.

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.