

Power Chris G  
 Form 4  
 February 09, 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 \*  
 Power Chris G

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)  
 02/07/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CFO - Global Operations

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$.001 par value per share	02/07/2006		M	11,000	A	\$ 21.433	16,000 <sup>(1)</sup>	D
Common Stock, \$.001 par value per share	02/07/2006		S	11,000	D	\$ 47	5,000 <sup>(1)</sup>	D
	02/09/2006		M	10,000	A	\$ 24.53	15,000 <sup>(1)</sup>	D

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/09/2006	S	2,904	D	\$ 48.5	12,096 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.46	11,496 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.45	11,296 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,284	D	\$ 48.44	10,012 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.43	9,812 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,100	D	\$ 48.42	8,712 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.41	8,112 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.4	7,512 <sup>(1)</sup>	D	
	02/09/2006	S	300	D	\$ 48.39	7,212 <sup>(1)</sup>	D	

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Common Stock, \$0.001 par value per share									
Common Stock, \$0.001 par value per share	02/09/2006		S	100	D	\$ 48.38	7,112 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	200	D	\$ 48.37	6,912 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	1,912	D	\$ 48.36	5,000 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share							717	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 21.433	02/07/2006		M	11,000	<sup>(2)</sup>	05/06/2012	Common Stock,	11,000

Option (Option to Purchase)										\$ .001 par value per share	
Employee Stock Option (Option to Purchase)	\$ 24.53	02/09/2006		M	10,000	02/09/2005	02/09/2014			Common Stock, \$.001 par value per share	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Power Chris G C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			CFO - Global Operations	

## Signatures

/s/ Chris G.  
Power

02/09/2006

\*\*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) Includes / represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.
- (2) The options that were exercised became exercisable on various dates on or before May 6, 2005.

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