

MONSTER WORLDWIDE INC
 Form 4
 May 06, 2005

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)
C/O MONSTER WORLDWIDE INC, 622 THIRD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2005

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Option to Purchase)	\$ 25.462	05/04/2005	D ⁽¹⁾		26,682	<u>(1)</u>	02/22/2012	Common Stock	26,682	
Employee Stock Option (Option to Purchase)	\$ 25.462	05/04/2005	A ⁽¹⁾	26,682		<u>(1)</u>	02/22/2012	Common Stock	26,682	
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	D ⁽²⁾		50,000	<u>(2)</u>	02/09/2014	Common Stock	50,000	
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	A ⁽²⁾	50,000		<u>(2)</u>	02/09/2014	Common Stock	50,000	

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 05/06/2005
 **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)

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Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on February 22, 2002. The replacement options are presently exercisable as to 20,011 shares and will become exercisable as to 6,671 shares on 2/22/06 and shall remain exercisable until the later of 2/22/07 or six months after Mr. Farrey's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

- Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on February 9,
- (2) 2004. The replacement options are presently exercisable as to 12,500 shares and will become exercisable as to 12,500 shares on each of 2/9/06, 2/9/07, and 2/9/08 and shall remain exercisable until the later of 2/9/09 or six months after Mr. Farrey's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

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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