

FARREY BRIAN
Form 4
December 12, 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 *
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)
12/08/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ 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	12/08/2005		M		11,010	A	\$ 20.665
Common Stock, \$.001 par value per share	12/08/2005		S		1,000	D	\$ 41.2
	12/08/2005		S		1,000	D	
					9,010	D	

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Common Stock, \$.001 par value per share					\$ 41.1974		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.195	8,010	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.194	7,010	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.19	6,010	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.182	5,010	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,010	D	\$ 41.18	4,000	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1588	3,000	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1532	2,000	D
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.15	1,000	D
	12/08/2005	S	1,000	D		0	D

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Common Stock, \$.001 par value per share					\$					
					41.1438					
Common Stock, \$.001 par value per share	12/08/2005	M	5,000	A	\$ 23.42	5,000		D		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1803	4,000		D		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1728	3,000		D		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1657	2,000		D		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.153	1,000		D		
Common Stock, \$.001 par value per share	12/08/2005	S	1,000	D	\$ 41.1502	0		D		
Common Stock, \$.001 par value per share						1,421		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)

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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 Option (Option to Purchase)	\$ 20.665	12/08/2005		M	11,010	<u>(1)</u> 08/05/2009	Common Stock, \$0.001 par value per share 11,010
Employee Stock Option (Option to Purchase)	\$ 23.42	12/08/2005		M	5,000	<u>(2)</u> 10/18/2009	Common Stock, \$0.001 par value per share 5,000

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 12/09/2005
 **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) The options that were exercised became exercisable on or before 08/05/2003.
- (2) The options that were exercised became exercisable on or before 10/18/2003.

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.