

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 \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ 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, \$ .001 par value per share	02/06/2006		M		13,341	A	\$ 6.03 217,820	D
Common Stock, \$ .001 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, \$.001 par value per share							
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.146	212,820	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.1316	211,820	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.11	210,820	D
Common Stock, \$.001 par value per share	02/06/2006	S	260	D	\$ 47.1	210,560	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.094	209,560	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.089	208,560	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.062	207,560	D
Common Stock, \$.001 par value per 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, \$.001 par value per share					\$ 47.0478		
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.0273	204,560	D
Common Stock, \$.001 par value per share	02/06/2006	S	81	D	\$ 47.0007	204,479	D
Common Stock, \$.001 par value per share	02/06/2006	M	11,740	A	\$ 7.023	216,219	D
Common Stock, \$.001 par value per share	02/06/2006	S	2,000	D	\$ 47.14	214,219	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.126	213,219	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.125	212,219	D
Common Stock, \$.001 par value per share	02/06/2006	S	1,000	D	\$ 47.1196	211,219	D
Common Stock, \$.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, \$.001 par value per share					\$					
					47.0996					
Common Stock, \$.001 par value per share	02/06/2006		S	1,000	D	\$ 47.055	208,479		D	
Common Stock, \$.001 par value per share	02/06/2006		S	1,000	D	\$ 47.0471	207,479		D	
Common Stock, \$.001 par value per share	02/06/2006		S	1,000	D	\$ 47.0343	206,479		D	
Common Stock, \$.001 par value per share	02/06/2006		S	2,000	D	\$ 47	204,479		D	
Common Stock, \$.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.

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(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		13,341		<u>(1)</u>	01/06/2007	Common Stock, \$.001 par value per share	13,341
Employee Stock Option (Option to Purchase)	\$ 7.023	02/06/2006		M		11,740		<u>(2)</u>	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 C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE 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.