

MONSTER WORLDWIDE INC  
 Form 4  
 May 21, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 MCKELVEY ANDREW J

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)  
 05/17/2007

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

C/O BLACKFIN CAPITAL, LLC, 200 PARK AVENUE, 44TH FLOOR

(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 10166

(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	(A) or (D)	Price
Common Stock, \$001 par value per share	05/17/2007		S		14,150	D	\$ 48.93
					11,275,546	D	
Common Stock, \$001 par value per share	05/17/2007		S		7,410	D	\$ 48.94
					11,268,136	D	

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Common Stock, \$001 par value per share	05/17/2007	S	26,712	D	\$ 48.95	11,241,424	D
Common Stock, \$001 par value per share	05/17/2007	S	1,970	D	\$ 48.96	11,239,454	D
Common Stock, \$001 par value per share	05/17/2007	S	10,815	D	\$ 48.97	11,228,639	D
Common Stock, \$001 par value per share	05/17/2007	S	1,630	D	\$ 48.98	11,227,009	D
Common Stock, \$001 par value per share	05/17/2007	S	17,584	D	\$ 48.99	11,209,425	D
Common Stock, \$001 par value per share	05/17/2007	S	19,404	D	\$ 49	11,190,021	D
Common Stock, \$001 par value per share	05/17/2007	S	2,000	D	\$ 49.01	11,188,021	D
Common Stock, \$001 par value per share	05/17/2007	S	4,400	D	\$ 49.02	11,183,621	D
Common Stock, \$001 par value per share	05/17/2007	S	2,800	D	\$ 49.03	11,180,821	D
	05/17/2007	S	1,604	D		11,179,217	D

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Common Stock, \$001 par value per share					\$ 49.04		
Common Stock, \$001 par value per share	05/17/2007	S	4,600	D	\$ 49.05	11,174,617	D
Common Stock, \$001 par value per share	05/17/2007	S	2,390	D	\$ 49.06	11,172,227	D
Common Stock, \$001 par value per share	05/17/2007	S	700	D	\$ 49.07	11,171,527	D
Common Stock, \$001 par value per share	05/17/2007	S	1,200	D	\$ 49.08	11,170,327	D
Common Stock, \$001 par value per share	05/17/2007	S	1,326	D	\$ 49.09	11,169,001	D
Common Stock, \$001 par value per share	05/17/2007	S	3,900	D	\$ 49.1	11,165,101	D
Common Stock, \$001 par value per share	05/17/2007	S	9,300	D	\$ 49.13	11,155,801	D
Common Stock, \$001 par value per share	05/17/2007	S	700	D	\$ 49.14	11,155,101	D
	05/17/2007	S	4,300	D		11,150,801	D

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Common Stock, \$001 par value per share					\$ 49.15		
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.26	11,150,701	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.27	11,150,601	D
Common Stock, \$001 par value per share	05/17/2007	S	200	D	\$ 49.28	11,150,401	D
Common Stock, \$001 par value per share	05/17/2007	S	1,700	D	\$ 49.29	11,148,701	D
Common Stock, \$001 par value per share	05/17/2007	S	3,900	D	\$ 49.3	11,144,801	D
Common Stock, \$001 par value per share	05/17/2007	S	3,100	D	\$ 49.31	11,141,701	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.32	11,141,601	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.33	11,141,501	D
						<u>(1)</u>	
						2,232	I



- (1) See Exhibit 99.1.
- (2) See Exhibit 99.1.

**Remarks:**  
Exhibit List

Exhibit 99.1 - Explanation of Responses

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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