

PASTORE WILLIAM  
Form 4  
November 17, 2004

**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 \*  
PASTORE WILLIAM

2. Issuer Name and Ticker or Trading Symbol  
MONSTER WORLDWIDE INC  
[MNST]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Operating Officer

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2004

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |            |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------|
|                                           |                                      |                                                    |                                | Code                                                              | V | Amount |                                                                                               |                                                          |                                   | (A) or (D) |
| Common Stock, \$ .001 par value per share | 11/15/2004                           |                                                    | M                              |                                                                   |   | 25,000 | A                                                                                             | \$ 8.578                                                 | 150,000 <sup>(1)</sup>            | D          |
| Common Stock, \$ .001 par value per share | 11/15/2004                           |                                                    | S                              |                                                                   |   | 25,000 | D                                                                                             | \$ 28.57                                                 | 125,000 <sup>(1)</sup>            | D          |
|                                           | 11/16/2004                           |                                                    | M                              |                                                                   |   | 62,500 | A                                                                                             | \$ 8.578                                                 | 187,500 <sup>(1)</sup>            | D          |

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Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

Common  
Stock,  
\$.001 par  
value per  
share

11/16/2004 S 62,500 D \$ 28.0852 125,000 <sup>(1)</sup> D

11/17/2004 M 45,913 A \$ 8.578 170,913 <sup>(1)</sup> D

11/17/2004 S 45,913 D \$ 28.0117 125,000 <sup>(1)</sup> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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) | \$ 8.578                                               | 11/15/2004                           |                                                    | M                              | 25,000                                                                                  | 10/21/2004 10/21/2012                                    | Common Stock, \$.001 par value per share 25,000               |
| Employee Stock                             | \$ 8.578                                               | 11/16/2004                           |                                                    | M                              | 62,500                                                                                  | 10/21/2004 10/21/2012                                    | Common Stock, 62,500                                          |

|                                                        |          |            |  |   |        |            |            |  |                                                      |
|--------------------------------------------------------|----------|------------|--|---|--------|------------|------------|--|------------------------------------------------------|
| Option<br>(Option to<br>Purchase)                      |          |            |  |   |        |            |            |  | \$ .001 par<br>value per<br>share                    |
| Employee<br>Stock<br>Option<br>(Option to<br>Purchase) | \$ 8.578 | 11/17/2004 |  | M | 45,913 | 10/21/2004 | 10/21/2012 |  | Common<br>Stock,<br>\$.001 par<br>value per<br>share |
|                                                        |          |            |  |   |        |            |            |  | 45,913                                               |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer                 | Other |
| PASTORE WILLIAM<br>C/O MONSTER WORLDWIDE INC<br>622 THIRD AVENUE<br>NEW YORK, NY 10017 |               |           | Chief Operating Officer |       |

## Signatures

/s/ William

Pastore

11/17/2004

\_\_\_\_\_  
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).

Includes a commitment by Monster Worldwide, Inc. to issue 31,250 shares of common stock to Mr. Pastore on each of 03/31/2005, (1) 03/31/2006, 03/31/2007, and 03/31/2008 under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.

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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