

Pogorzelski Steven
Form 4
November 16, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pogorzelski Steven

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, 39TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Group President, International

(Street)
NEW YORK, NY 10017

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value per share	11/15/2005		M	53,365	A \$ 23.42 118,405 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	11/15/2005		S	3,000	D \$ 38 115,405 ⁽¹⁾	D	

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Common Stock, \$.001 par value per share	11/15/2005	S	50,365	D	\$ 37.926	65,040 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	11/15/2005	M	53,365	A	\$ 25.762	118,405 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	11/15/2005	S	53,365	D	\$ 37.926	65,040 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	11/15/2005	M	18,750	A	\$ 24.53	83,790 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	11/15/2005	S	18,750	D	\$ 37.926	65,040 ⁽¹⁾	D	
Common Stock, \$.001 par value per share						2,890	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)	\$ 23.42	11/15/2005	M			53,365	<u>(2)</u>	10/18/2009	Common Stock, \$.001 par value per share	53,365
Employee Stock Option (Option to Purchase)	\$ 25.762	11/15/2005	M			53,365	<u>(3)</u>	11/01/2011	Common Stock, \$.001 par value per share	53,365
Employee Stock Option (Option to Purchase)	\$ 24.53	11/15/2005	M			18,750	02/09/2005	02/09/2014	Common Stock, \$.001 par value per share	18,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pogorzelski Steven C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017			Group President, International	

Signatures

/s/ Steven
Pogorzelski 11/15/2005

 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).
- Includes a commitment of Monster Worldwide, Inc. to issue 16,260 shares of common stock, \$.001 par value per share, on each of (i) (1) September 8, 2006, (ii) September 8, 2007, (iii) September 8, 2008 and (iv) September 8, 2009 to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan, subject to certain conditions.
- (2) The options that were exercised became exercisable on or before 10/18/2003.
- (3) The options that were exercised became exercisable on or before 11/01/2005.

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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