

Power Chris G
Form 4
February 09, 2006

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

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Power Chris G

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CFO - Global Operations

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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value per share	02/07/2006		M	11,000	A \$ 21.433	16,000 ⁽¹⁾	D
Common Stock, \$.001 par value per share	02/07/2006		S	11,000	D \$ 47	5,000 ⁽¹⁾	D
	02/09/2006		M	10,000	A \$ 24.53	15,000 ⁽¹⁾	D

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/09/2006	S	2,904	D	\$ 48.5	12,096 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.46	11,496 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.45	11,296 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,284	D	\$ 48.44	10,012 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.43	9,812 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,100	D	\$ 48.42	8,712 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.41	8,112 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.4	7,512 ⁽¹⁾	D	
	02/09/2006	S	300	D	\$ 48.39	7,212 ⁽¹⁾	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

Common
Stock,
\$.001 par
value per
share

02/09/2006

S

100

D

\$ 48.38 7,112 ⁽¹⁾

D

02/09/2006

S

200

D

\$ 48.37 6,912 ⁽¹⁾

D

02/09/2006

S

1,912

D

\$ 48.36 5,000 ⁽¹⁾

D

717

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)

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	\$ 21.433	02/07/2006		M			11,000	<u>(2)</u>	05/06/2012	Common Stock,	11,000

Option
(Option to
Purchase)

\$.001 par
value per
share

Employee Stock

Common
Stock,

Option (Option to Purchase)	\$ 24.53	02/09/2006
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M	10,000	02/09/2005	02/09/2014	\$.001 par value per share	10,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Power Chris G
C/O MONSTER WORLDWIDE, INC.
622 THIRD AVENUE
NEW YORK, NY 10017

CFO - Global Operations

Signatures

/s/ Chris G.
Power

02/09/2006

****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) Includes / represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.
- (2) The options that were exercised became exercisable on various dates on or before May 6, 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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