

MONSTER WORLDWIDE INC
Form 4
May 06, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McLaughlin John

(Last) (First) (Middle)

C/O MONSTER WORLDWIDE,
INC., 622 THIRD AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Option to Purchase)	\$ 25.762	05/04/2005	D ⁽¹⁾			53,365	⁽¹⁾	11/01/2011	Common Stock
Employee Stock Option (Option to Purchase)	\$ 25.762	05/04/2005	A ⁽¹⁾		53,365		⁽¹⁾	11/01/2011	Common Stock
Employee Stock Option (Option to Purchase)	\$ 25.462	05/04/2005	D ⁽²⁾			133,412	⁽²⁾	02/22/2012	Common Stock
Employee Stock Option (Option to Purchase)	\$ 25.462	05/04/2005	A ⁽²⁾		133,412		⁽²⁾	02/22/2012	Common Stock
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	D ⁽³⁾			200,000	⁽³⁾	02/09/2014	Common Stock
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	A ⁽³⁾		200,000		⁽³⁾	02/09/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McLaughlin John C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017	Executive Vice President

Signatures

/s/ John
McLaughlin

05/06/2005

__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).

Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on November 1,

- (1) 2001. The replacement options are presently exercisable as to 40,023 shares and will become exercisable as to 13,342 shares on 11/1/05 and shall remain exercisable until the later of 11/1/06 or six months after Mr. McLaughlin's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on February 22,

- (2) 2002. The replacement options are presently exercisable as to 100,059 shares and will become exercisable as to 33,353 shares on 2/22/06 and shall remain exercisable until the later of 2/22/07 or six months after Mr. McLaughlin's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. These options to the extent unvested on May 4, 2005 automatically became vested on May 4, 2005. These options were originally granted on February 9,

- (3) 2004. The replacement options are presently exercisable as to 50,000 shares and will become exercisable as to 50,000 shares on each of 2/9/06, 2/9/07, and 2/9/08 and shall remain exercisable until the later of 2/9/09 or six months after Mr. McLaughlin's last day of employment with Monster Worldwide, Inc. or one of its subsidiaries.

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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