

MONSTER WORLDWIDE INC  
 Form 4  
 November 04, 2005

**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 \*  
 Baker Bradford J

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)  
 Gbl Chf Prdct & Mktng Offcr

(Last) (First) (Middle)  
 C/O MONSTER WORLDWIDE,  
 INC., 622 THIRD AVENUE, 39TH  
 FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2005

(Street)  
 NEW YORK, NY 10017

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

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$0.01 par value per share	11/03/2005		M		10,138	A	\$ 25.518 10,138	D
Common Stock, \$0.01 par value per share	11/03/2005		S		917	D	\$ 34.94 9,221	D

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Common Stock, \$.001 par value per share	11/03/2005	S	621	D	\$ 34.926	8,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.921	7,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	2,000	D	\$ 34.92	5,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.914	4,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.913	3,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	2,000	D	\$ 34.91	1,600	D
Common Stock, \$.001 par value per share	11/03/2005	S	517	D	\$ 34.9593	1,083	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.95	83	D
Common Stock, \$.001 par value per share	11/03/2005	S	83	D	\$ 34.94	0	D
	11/03/2005	M	2,001	A	\$ 25.462	2,001	D

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Common Stock, \$.001 par value per share							
Common Stock, \$.001 par value per share	11/03/2005	S	622	D	\$ 34.988	1,379	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.984	379	D
Common Stock, \$.001 par value per share	11/03/2005	S	379	D	\$ 34.926	0	D
Common Stock, \$.001 par value per share	11/03/2005	M	6,003	A	\$ 21.433	6,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.994	5,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.973	4,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.945	3,003	D
Common Stock, \$.001 par value per share	11/03/2005	S	3	D	\$ 34.94	3,000	D
	11/03/2005	S	3,000	D	\$ 34.93	0	D

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Common Stock, \$.001 par value per share									
Common Stock, \$.001 par value per share	11/03/2005	M	4,000	A	\$ 11.79	4,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	1,000	D	\$ 34.957	3,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	3,000	D	\$ 34.93	0		D	
Common Stock, \$.001 par value per share	11/03/2005	M	5,000	A	\$ 25.42	5,000		D	
Common Stock, \$.001 par value per share	11/03/2005	S	4,622	D	\$ 34.99	378		D	
Common Stock, \$.001 par value per share	11/03/2005	S	378	D	\$ 34.988	0		D	
Common Stock, \$.001 par value per share						878		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)

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**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)	\$ 25.518	11/03/2005		M	10,138	<sup>(1)</sup> 10/02/2011	Common Stock, \$0.001 par value per share 10,138
Employee Stock Option (Option to Purchase)	\$ 25.462	11/03/2005		M	2,001	<sup>(2)</sup> 02/22/2012	Common Stock, \$0.001 par value per share 2,001
Employee Stock Option (Option to Purchase)	\$ 21.433	11/03/2005		M	6,003	<sup>(3)</sup> 05/06/2012	Common Stock, \$0.001 par value per share 6,003
Employee Stock Option (Option to Purchase)	\$ 11.79	11/03/2005		M	4,000	<sup>(4)</sup> 04/10/2013	Common Stock, \$0.001 par value per share 4,000
Employee Stock Option (Option to Purchase)	\$ 25.42	11/03/2005		M	5,000	<sup>(5)</sup> 10/01/2013	Common Stock, \$0.001 par value per share 5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bradford J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR			Glbl Chf Prdct & Mkting Offer	

NEW YORK, NY 10017

## Signatures

/s/ Bradford J.  
Baker

11/04/2005

\_\_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).
- (1) 2,534 of these options became exercisable on 10/02/2002; 2,535 of these options became exercisable on 10/02/2003; 2,534 of these options became exercisable on 10/02/2004; and 2,535 of these options became exercisable on 10/02/2005.
  - (2) 667 of these options became exercisable on each of 02/22/2003, 02/22/2004 and 02/22/2005.
  - (3) 2,001 of these options became exercisable on each of 05/06/2003, 05/06/2004 and 05/06/2005.
  - (4) 2,000 of these options became exercisable on each of 04/10/2004 and 04/10/2005.
  - (5) 2,500 of these options became exercisable on each of 10/01/2004 and 10/01/2005.

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