

MONSTER WORLDWIDE INC
 Form 4
 May 06, 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 *
DOLPHIN PETER

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)
05/04/2005

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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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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
Employee Stock Option (Option to Purchase)	\$ 25.762	05/04/2005	D ⁽¹⁾		26,682	<u>(1)</u>	11/01/2011	Common Stock	2
Employee Stock Option (Option to Purchase)	\$ 25.762	05/04/2005	A ⁽¹⁾		26,682	<u>(1)</u>	11/01/2011	Common Stock	2
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	D ⁽²⁾		125,000	<u>(2)</u>	02/09/2014	Common Stock	1
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005	A ⁽²⁾		125,000	<u>(2)</u>	02/09/2014	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLPHIN PETER C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017			Group President, Europe	

Signatures

/s/ Peter Dolphin 05/06/2005

 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).
- (1) 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,

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2001. The replacement options are presently exercisable as to 20,011 shares and will become exercisable as to 6,671 shares on 11/1/05 and shall remain exercisable until the later of 11/1/06 or six months after Mr. Dolphin'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,

- (2) 2004. The replacement options are presently exercisable as to 31,250 shares and will become exercisable as to 31,250 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. Dolphin'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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