MONSTER WORLDWIDE INC

Form 4 May 06, 2005

FORM 4

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

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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Estimated average

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOLPHIN PETER

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MONSTER WORLDWIDE INC

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

[MNST]

(Check all applicable)

Group President, Europe

Director X_ Officer (give title below)

10% Owner Other (specify

C/O MONSTER WORLDWIDE INC, 622 THIRD AVENUE

(First)

(Street)

4. If Amendment, Date Original

(Month/Day/Year)

05/04/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10017

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative 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		any (Month/Day/Year)	Code Acquire (Instr. 8) Dispose (Instr. 3)		f (D)	(Month/Day/Year)		(Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Employee Stock Option (Option to Purchase)	\$ 25.762	05/04/2005		D <u>(1)</u>		26,682	<u>(1)</u>	11/01/2011	Common Stock	
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	(2)	02/09/2014	Common Stock	1
Employee Stock Option (Option to Purchase)	\$ 24.53	05/04/2005		A ⁽²⁾	125,000		(2)	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,

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.