

MONSTER WORLDWIDE INC  
Form 4  
May 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Mclaughlin John

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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

(Street)

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

NEW YORK, NY 10017

(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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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 | Title        | A N S |
| Employee Stock Option (Option to Purchase) | \$ 25.762                                | 05/04/2005           | D <sup>(1)</sup> |  | 53,365           | <u>(1)</u>       | 11/01/2011      | Common Stock | 3     |
| Employee Stock Option (Option to Purchase) | \$ 25.762                                | 05/04/2005           | A <sup>(1)</sup> | 53,365   |                  | <u>(1)</u>       | 11/01/2011      | Common Stock | 3     |
| Employee Stock Option (Option to Purchase) | \$ 25.462                                | 05/04/2005           | D <sup>(2)</sup> |  | 133,412          | <u>(2)</u>       | 02/22/2012      | Common Stock | 1     |
| Employee Stock Option (Option to Purchase) | \$ 25.462                                | 05/04/2005           | A <sup>(2)</sup> | 133,412  |                  | <u>(2)</u>       | 02/22/2012      | Common Stock | 1     |
| Employee Stock Option (Option to Purchase) | \$ 24.53                                 | 05/04/2005           | D <sup>(3)</sup> |  | 200,000          | <u>(3)</u>       | 02/09/2014      | Common Stock | 2     |
| Employee Stock Option (Option to Purchase) | \$ 24.53                                 | 05/04/2005           | A <sup>(3)</sup> | 200,000  |                  | <u>(3)</u>       | 02/09/2014      | Common Stock | 2     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Mclaughlin John<br>C/O MONSTER WORLDWIDE, INC.<br>622 THIRD AVENUE<br>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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