

OLESNYCKYJ MYRON
Form 4
February 22, 2006

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 *
OLESNYCKYJ MYRON

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)
02/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP-Gen. Counsel & Secretary

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 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 | |
| Common Stock, \$.001 par value per share | 02/21/2006 | | M | | 1,601 | A | \$ 7.023 2,001 | D |
| Common Stock, \$.001 par value per share | 02/21/2006 | | S | | 1,601 | D | \$ 47.25 400 | D |
| | 02/21/2006 | | M | | 1,067 | A | 1,467 | D |

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| | | | | | | | | |
|---|------------|---|--------|---|----------|--------|---|----------------|
| Common Stock, \$.001 par value per share | | | | | \$ | 12.589 | | |
| Common Stock, \$.001 par value per share | 02/21/2006 | S | 1,067 | D | \$ 47.25 | 400 | D | |
| Common Stock, \$.001 par value per share | 02/21/2006 | M | 10,673 | A | \$ 28.69 | 11,073 | D | |
| Common Stock, \$.001 par value per share | 02/21/2006 | S | 10,673 | D | \$ 47.25 | 400 | D | |
| Common Stock, \$.001 par value per share | | | | | | 4,255 | I | By 401(k) Plan |

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

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

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(9-02)

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 | \$ 7.023 | 02/21/2006 | | M | 1,601 | (1) 12/12/2007 | Common Stock, 1,601 |

| | | | | | | | | | |
|--|-----------|------------|---|--------|------------|------------|--|--|--------|
| Option (Option to Purchase) | | | | | | | | \$.001 par value per share | |
| Employee Stock Option (Option to Purchase) | \$ 12.589 | 02/21/2006 | M | 1,067 | <u>(2)</u> | 12/09/2008 | | Common Stock, \$.001 par value per share | 1,067 |
| Employee Stock Option (Option to Purchase) | \$ 28.69 | 02/21/2006 | M | 10,673 | <u>(3)</u> | 04/04/2011 | | Common Stock, \$.001 par value per share | 10,673 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OLESNYCKYJ MYRON C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017 | | | Sr VP-Gen. Counsel & Secretary | |

Signatures

/s/ Myron
Olesnyckyj 02/22/2006

 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) These options vested and became exercisable on various dates on or before December 31, 2001.
- (2) These options vested and became exercisable on various dates on or before December 9, 2002.
- (3) These options vested and became exercisable on various dates on or before December 31, 2004.

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.