

MONSTER WORLDWIDE INC
Form 4
May 17, 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 *
CAMARA PAUL

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)
05/15/2006

____ Director
 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 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, \$.001 par value per share | 05/15/2006 | | M | | 30,000 | A | \$ 12.589 |
| | | | | | 234,479 | | |
| Common Stock, \$.001 par value per share | 05/15/2006 | | S | | 5,000 | D | \$ 54.6062 |
| | | | | | 229,479 | | |
| | 05/15/2006 | | S | | 5,000 | D | |
| | | | | | 224,479 | | |

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| | | | | | | | | | |
|--|------------|--|---|-------|---------|------------|---------|---|----------------|
| Common Stock, \$.001 par value per share | | | | | \$ | | | | |
| | | | | | 54.5674 | | | | |
| Common Stock, \$.001 par value per share | 05/15/2006 | | S | 5,000 | D | \$ 54.494 | 219,479 | D | |
| Common Stock, \$.001 par value per share | 05/15/2006 | | S | 5,000 | D | \$ 54.4933 | 214,479 | D | |
| Common Stock, \$.001 par value per share | 05/15/2006 | | S | 5,000 | D | \$ 54.4932 | 209,479 | D | |
| Common Stock, \$.001 par value per share | 05/15/2006 | | S | 5,000 | D | \$ 54.4928 | 204,479 | D | |
| Common Stock, \$.001 par value per share | | | | | | | 2,181 | 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 Option (Option to Purchase) | \$ 12.589 | 05/15/2006 | M | | | | (1) | 12/09/2008 | Common Stock, \$.001 par value per share | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMARA PAUL C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017 | | | Executive Vice President | |

Signatures

/s/ Paul Camara 05/17/2006
 **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) The options that were exercised became exercisable on various dates on or before December 9, 2002.

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.