

Baker Bradford J  
 Form 4  
 February 13, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Baker Bradford J

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)  
 02/10/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Gbl Chf Prdct & Mktng Offcr

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE, 39TH FLOOR

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock, \$\$.001 par value per share | 02/10/2006                           |  | M                              |   | 6,375 A \$ 24.53  | 11,375 (1)   | D                                 |
| Common Stock, \$\$.001 par value per share | 02/10/2006                           |  | S                              |   | 1,000 D \$ 47.0724  | 10,375 (1)   | D                                 |

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|   |            |   |       |   |               |                       |   |                   |
|---|------------|---|-------|---|---------------|-----------------------|---|-------------------|
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 250   | D | \$<br>47.0528 | 10,125 <sup>(1)</sup> | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 125   | D | \$<br>46.9986 | 10,000 <sup>(1)</sup> | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 750   | D | \$<br>47.0528 | 9,250 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 1,000 | D | \$<br>47.0416 | 8,250 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 1,000 | D | \$<br>47.0124 | 7,250 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 1,000 | D | \$<br>46.9998 | 6,250 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 250   | D | \$<br>46.9986 | 6,000 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share | 02/10/2006 | S | 1,000 | D | \$<br>46.9944 | 5,000 <sup>(1)</sup>  | D |                   |
| Common Stock,<br>\$.001 par value per share |            |   |       |   |               | 873                   | I | By 401(k)<br>Plan |

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Option to Purchase) | \$ 24.53   | 02/10/2006                           |  | M                              | 6,375   | 02/09/2006 02/09/2014                                    | Common Stock, \$0.001 par value per share 6,375               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Baker Bradford J<br>C/O MONSTER WORLDWIDE, INC.<br>622 THIRD AVENUE, 39TH FLOOR<br>NEW YORK, NY 10017 |               |           | Glbl Chf Prdct & Mkting Offer |       |

## Signatures

/s/ Bradford J. Baker 02/13/2006

\_\_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).
- (1) Includes/represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.

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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