MONSTER WORLDWIDE, INC.
Form 4
June 08, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAYPORT JEFFREY F

(Last) (First) (Middle)

MONSTER WORLDWIDE, INC., 133 BOSTON POST ROAD, BUILDING 15

(Street)

WESTON, MA 02493

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MONSTER WORLDWIDE, INC. [MWW]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	06/06/2016		F[1]		2,253	D	$ 2.73	84,318	D	
Common Stock	06/06/2016		F[2]		2,294	D	$ 2.73	82,024	D	
Common Stock	06/06/2016		F[3]		1,527	D	$ 2.73	80,497	D	
Common Stock	06/08/2016		A[4]		43,103	A	$ 0	123,600	D	

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYPORT JEFFREY F MONSTER WORLDWIDE, INC. 133 BOSTON POST ROAD, BUILDING 15 WESTON, MA 02493		X		

Signatures

/s/ Andrew S. Burchill, as Attorney-in-Fact	06/08/2016
**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) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 5,631 restricted stock units.

(2) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 5,734 shares of restricted stock.

(3) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 3,816 shares of restricted stock.

(4) Represents an annual award of restricted stock units under the Issuer's 2008 Equity Incentive Plan as compensation for service on the Issuer's Board of Directors. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock upon

vesting.

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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