

MONSTER WORLDWIDE INC

Form 3

March 30, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Power Chris G

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/22/2005

3. Issuer Name and Ticker or Trading Symbol

MONSTER WORLDWIDE INC [MNST]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

CFO-Global Operations

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

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

(Street)

NEW YORK,^ NY^ 10017

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, \$.001 par value per share

506

I

By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Option to Purchase)	05/06/2003 ⁽¹⁾	05/06/2012	Common Stock, \$.001 par value per share	16,009	\$ 21.433	D Â
Employee Stock Option (Option to Purchase)	04/10/2004 ⁽²⁾	04/10/2013	Common Stock, \$.001 par value per share	15,000	\$ 11.79	D Â
Employee Stock Option (Option to Purchase)	02/09/2005 ⁽³⁾	02/09/2014	Common Stock, \$.001 par value per share	50,000	\$ 24.53	D Â
Employee Stock Option (Option to Purchase)	12/28/2005 ⁽⁴⁾	12/28/2014	Common Stock, \$.001 par value per share	100,000	\$ 33.64	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Power Chris G C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017	Â	Â	Â CFO-Global Operations	Â

Signatures

/s/ Chris Power 03/29/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 as to 4,002 shares on each of 05/06/2003 and 05/06/2004, and will vest and become exercisable as to an additional 4,002 shares on 05/06/2005 and an additional 4,003 shares on 05/06/2006.
- (2) These options vested and became exercisable as to 3,750 shares on 04/10/2004 and will vest and become exercisable as to an additional 3,750 shares on each of 04/10/2005, 04/10/2006 and 04/10/2007.
- (3) These options vested and became exercisable as to 12,500 shares on 02/09/2005 and will vest and become exercisable as to an additional 12,500 shares on each of 02/09/2006, 02/09/2007, and 02/09/2008.

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- (4) These options will vest on 05/31/2005 and will become exercisable as to 25,000 shares on each of 12/28/2005, 12/28/2006, 12/28/2007, and 12/28/2008.

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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