

EISELE GEORGE
Form 4
June 08, 2005

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 *
EISELE GEORGE

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)
06/06/2005

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

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 or Price		
Common Stock, \$.001 par value per share	06/06/2005		S		40,000	D	
					\$ 28.3226		
Common Stock, \$.001 par value per share	06/06/2005		M		5,000	A	
					\$ 11.79		
	06/06/2005		S		5,000	D	
					110,598		

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Common Stock, \$.001 par value per share					\$						
					28.4688						
Common Stock, \$.001 par value per share	06/06/2005		M	4,269	A	\$ 12.589	114,867	D			
Common Stock, \$.001 par value per share	06/06/2005		S	4,269	D	\$ 28.4688	110,598	D			
Common Stock, \$.001 par value per share	06/07/2005		G	71,149	D	\$ 0	39,449	D			
Common Stock, \$.001 par value per share							1,526	I		By 401(k) Plan	

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)
	\$ 11.79	06/06/2005		M	5,000	04/10/2005 ⁽¹⁾ 04/10/2013	Title
				Code V (A) (D)		Date Exercisable Expiration Date	Amount or Number of Shares

Employee
Stock
Option
(Option to
Purchase)

Common
Stock,
\$.001 par
value per
share

Employee
Stock
Option \$ 12.589 06/06/2005
(Option to
Purchase)

M

4,269

12/09/2002⁽²⁾

12/09/2008

Common
Stock,
\$.001 par
value per
share

4,269

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISELE GEORGE C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ George
Eisele 06/07/2005

**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) The options that were exercised became exercisable with respect to 2,500 shares on 04/10/2004 and with respect to 2,500 shares on 04/10/2005.
 - (2) The options that were exercised became exercisable on various dates on or before 12/09/2002.

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.