

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ^ Power Chris G | | (Month/Day/Year) | MONSTER WORLDWIDE INC [MNST] | |
| (Last) | (First) | (Middle) | 03/22/2005 | |
| C/O MONSTER WORLDWIDE, INC., ^ 622 THIRD AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, ^ NY ^ 10017 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CFO-Global Operations | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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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 Date
 Reporting Person

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. 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.