

MONSTER WORLDWIDE INC
 Form 3
 March 30, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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) C/O MONSTER WORLDWIDE, INC., ^ 622 THIRD AVENUE (Street) NEW YORK, ^ NY ^ 10017 (City) (State) (Zip) | 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 (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO-Global Operations | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

Edgar Filing: MONSTER WORLDWIDE INC - Form 3

| | 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.

Edgar Filing: MONSTER WORLDWIDE INC - Form 3

- (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.