

Baker Bradford J
 Form 4
 February 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Baker Bradford J

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)
 02/10/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Gbl Chf Prdct & Mktng Offcr

C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE, 39TH FLOOR

(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 (A) or (D) Price		
Common Stock, \$.001 par value per share	02/10/2006		M		6,375 A \$ 24.53	11,375 (1)	D
Common Stock, \$.001 par value per share	02/10/2006		S		1,000 D \$ 47.0724	10,375 (1)	D

Edgar Filing: Baker Bradford J - Form 4

Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 47.0528	10,125 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	125	D	\$ 46.9986	10,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	750	D	\$ 47.0528	9,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0416	8,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 47.0124	7,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9998	6,250 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	250	D	\$ 46.9986	6,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share	02/10/2006	S	1,000	D	\$ 46.9944	5,000 ⁽¹⁾	D	
Common Stock, \$.001 par value per share						873	I	By 401(k) Plan

Edgar Filing: Baker Bradford J - Form 4

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

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.

SEC 1474
(9-02)

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)
							Amount or Number of Shares
Employee Stock Option (Option to Purchase)	\$ 24.53	02/10/2006		M	6,375	02/09/2006 02/09/2014	Common Stock, \$0.01 par value per share
							6,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bradford J C/O MONSTER WORLDWIDE, INC. 622 THIRD AVENUE, 39TH FLOOR NEW YORK, NY 10017			Glbl Chf Prdct & Mkting Offer	

Signatures

/s/ Bradford J.
Baker

02/13/2006

**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) Includes/represents a commitment of Monster Worldwide, Inc. to issue 5,000 shares of common stock to the reporting person under the Monster Worldwide, Inc. 1999 Long Term Incentive Plan on January 2, 2007, subject to certain conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Baker Bradford J - Form 4

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.