

Power Chris G  
 Form 4  
 February 09, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Power Chris G

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)  
 C/O MONSTER WORLDWIDE, INC., 622 THIRD AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/07/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CFO - Global Operations

NEW YORK, NY 10017

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

(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	02/07/2006		M		11,000 A \$ 21.433	16,000 <sup>(1)</sup>	D
Common Stock, \$.001 par value per share	02/07/2006		S		11,000 D \$ 47	5,000 <sup>(1)</sup>	D
	02/09/2006		M		10,000 A \$ 24.53	15,000 <sup>(1)</sup>	D

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Common Stock, \$.001 par value per share								
Common Stock, \$.001 par value per share	02/09/2006	S	2,904	D	\$ 48.5	12,096 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.46	11,496 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.45	11,296 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,284	D	\$ 48.44	10,012 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	200	D	\$ 48.43	9,812 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	1,100	D	\$ 48.42	8,712 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.41	8,112 <sup>(1)</sup>	D	
Common Stock, \$.001 par value per share	02/09/2006	S	600	D	\$ 48.4	7,512 <sup>(1)</sup>	D	
	02/09/2006	S	300	D	\$ 48.39	7,212 <sup>(1)</sup>	D	

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Common Stock, \$0.001 par value per share									
Common Stock, \$0.001 par value per share	02/09/2006		S	100	D	\$ 48.38	7,112 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	200	D	\$ 48.37	6,912 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share	02/09/2006		S	1,912	D	\$ 48.36	5,000 <sup>(1)</sup>	D	
Common Stock, \$0.001 par value per share							717	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 21.433	02/07/2006		M	11,000	<sup>(2)</sup>	05/06/2012	Common Stock,	11,000

