TAYLOR JEFFREY

Form 4

November 08, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
_	Washington, D.C. 20549								OMB Number:	3235-0287		
	Check this box if no longer CHAPPACENT OF CHAPPECTAL ONVINE CHAPPECTAL ONVINE CHAPPECTAL ON CHAPPEC							Expires:	January 31,			
subject Section	subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						ERSHIP OF	Estimated average burden hours per response 0.5				
Form 5 obligati may con See Inst 1(b).	ons ntinue. Section 17	(a) of the	Public U	Itility Ho		npany	Act of 1	Act of 1934, 935 or Section				
(Print or Type	Responses)											
1. Name and Address of Reporting Person 2. Issue TAYLOR JEFFREY Symbol MONS' [MNST]					d Ticker or		Is	5. Relationship of Reporting Person(s) to Issuer				
					ORLDWIL)E IN	C	(Check all applicable)				
(Last)	(Last) (First) (Middle) 3. Date of (Month/E				ransaction				X Officer (give title Other (specify			
	STER WORLDW THIRD AVENUE		11/05/2				b	elow) Founder	below) & Chief Mons	ter		
				onth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YOR	RK, NY 10017						P	erson	ne man one re	porting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securi	ties Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	3. Transactic Code (Instr. 8)	4. Securition of Dispose (Instr. 3, 4) Amount	d of (I	O)	Securities Ownersh Beneficially Form: Owned Direct (I Following or Indire Reported (I) Transaction(s) (Instr. 4)		Beneficial Ownership			
Common Stock, \$.001 par value per share	11/05/2004			M <u>(1)</u>	3,365	A	\$ 12.589	68,400	D			
Common Stock, \$.001 par value per share	11/05/2004			S <u>(1)</u>	3,365	D	\$ 29.01	65,035	D			

 $M_{\underline{(1)}}$

146,635 A

211,670

D

11/05/2004

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Common Stock, \$.001 par value per share					\$ 21.986			
Common Stock, \$.001 par value per share	11/05/2004	S <u>(1)</u>	146,635	D	\$ 29.01	65,035	D	
Common Stock, \$.001 par value per share						2,014	I	By 401(k) plan

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Option to Purchase)	\$ 12.589	11/05/2004		M		3,365	12/09/2002	12/09/2008	Common Stock, \$.001 par value per share	3,
Employee Stock Option (Option to Purchase)	\$ 21.986	11/05/2004		M		146,635	07/30/2004(2)	07/30/2009	Common Stock, \$.001 par value per share	146

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TAYLOR JEFFREY C/O MONSTER WORLDWIDE INC 622 THIRD AVENUE NEW YORK, NY 10017

Founder & Chief Monster

Signatures

/s/ Jeffrey Taylor 11/08/2004

**Signature of Date
Reporting Person

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) Reflects a transaction effected pursuant to Mr. Taylor's 10b5-1 Plan.
- (2) The options that were exercised became exercisable on various dates on or before 07/30/2004.

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.

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