#### MONSTER WORLDWIDE INC

Form 4 May 21, 2007

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average

**OMB APPROVAL** 

burden hours per

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCKELVEY ANDREW J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol MONSTER WORLDWIDE INC

(Check all applicable)

[MNST]

05/17/2007

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title

X 10% Owner Other (specify

C/O BLACKFIN CAPITAL. LLC, 200 PARK AVENUE, 44TH

(State)

**FLOOR** 

(City)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10166

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

(A)

(D)

5. Amount of Securities Beneficially Owned Following Reported

> Transaction(s) (Instr. 3 and 4)

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

Common Stock,

\$001 par

value per share

05/17/2007

S 14.150 D

11,275,546

D

Common

value per share

Stock, \$001 par 05/17/2007

S 7,410

Code V

D

Price

11,268,136

D

1

Common Stock, \$001 par value per share	05/17/2007	S	26,712	D	\$ 48.95	11,241,424	D
Common Stock, \$001 par value per share	05/17/2007	S	1,970	D	\$ 48.96	11,239,454	D
Common Stock, \$001 par value per share	05/17/2007	S	10,815	D	\$ 48.97	11,228,639	D
Common Stock, \$001 par value per share	05/17/2007	S	1,630	D	\$ 48.98	11,227,009	D
Common Stock, \$001 par value per share	05/17/2007	S	17,584	D	\$ 48.99	11,209,425	D
Common Stock, \$001 par value per share	05/17/2007	S	19,404	D	\$ 49	11,190,021	D
Common Stock, \$001 par value per share	05/17/2007	S	2,000	D	\$ 49.01	11,188,021	D
Common Stock, \$001 par value per share	05/17/2007	S	4,400	D	\$ 49.02	11,183,621	D
Common Stock, \$001 par value per share	05/17/2007	S	2,800	D	\$ 49.03	11,180,821	D
	05/17/2007	S	1,604	D		11,179,217	D

Common Stock, \$001 par value per share					\$ 49.04		
Common Stock, \$001 par value per share	05/17/2007	S	4,600	D	\$ 49.05	11,174,617	D
Common Stock, \$001 par value per share	05/17/2007	S	2,390	D	\$ 49.06	11,172,227	D
Common Stock, \$001 par value per share	05/17/2007	S	700	D	\$ 49.07	11,171,527	D
Common Stock, \$001 par value per share	05/17/2007	S	1,200	D	\$ 49.08	11,170,327	D
Common Stock, \$001 par value per share	05/17/2007	S	1,326	D	\$ 49.09	11,169,001	D
Common Stock, \$001 par value per share	05/17/2007	S	3,900	D	\$ 49.1	11,165,101	D
Common Stock, \$001 par value per share	05/17/2007	S	9,300	D	\$ 49.13	11,155,801	D
Common Stock, \$001 par value per share	05/17/2007	S	700	D	\$ 49.14	11,155,101	D
	05/17/2007	S	4,300	D		11,150,801	D

Common					\$		
Stock, \$001 par value per share					49.15		
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.26	11,150,701	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.27	11,150,601	D
Common Stock, \$001 par value per share	05/17/2007	S	200	D	\$ 49.28	11,150,401	D
Common Stock, \$001 par value per share	05/17/2007	S	1,700	D	\$ 49.29	11,148,701	D
Common Stock, \$001 par value per share	05/17/2007	S	3,900	D	\$ 49.3	11,144,801	D
Common Stock, \$001 par value per share	05/17/2007	S	3,100	D	\$ 49.31	11,141,701	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.32	11,141,601	D
Common Stock, \$001 par value per share	05/17/2007	S	100	D	\$ 49.33	11,141,501 (1)	D
						2,232	I

Common	See
Stock,	footnote
\$001 par	<u>(2)</u>
value per	

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

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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)	4. Transac Code (Instr. 8	5. tiorNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owno Follo Repo Trans (Instr
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MCKELVEY ANDREW J C/O BLACKFIN CAPITAL, LLC 200 PARK AVENUE, 44TH FLOOR NEW YORK, NY 10166		X						

# **Signatures**

share

/s/ Andrew J.

McKelvey

\*\*Signature of Reporting

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).

Reporting Owners 5

- (1) See Exhibit 99.1.
- (2) See Exhibit 99.1.

### **Remarks:**

**Exhibit List** 

### Exhibit 99.1 - Explanation of Responses

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.