## Edgar Filing: Poulos Lise - Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OM Nur         x       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Exp Estibute									
Poulos Lise Symbol MONST				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)MONSTER WORLDWIDE, INC., 622 THIRD AVENUE02/25/2009					Director 10% Owner X Officer (give title Other (specify below) below) EVP and Chief Admin. Officer				
	Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	f, or Beneficial	lly Owned		
2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		l of	Securities Beneficially Owned Following Reported Transaction(s)	1	Beneficial			
	Code V A	Amount 70,000 (1)	(D) A	Price \$ 0	(insu: 3 and 4) 271,000	D			
	А	74,626 (2)	А	\$0	345,626	D			
	F	25,224 ( <u>3)</u>	D	\$ 6.7	320,402	D			
	ENT OF CHAN ant to Section 14 of the Public Ut 30(h) of the In arson <sup>*</sup> 2. Issuer Symbol MONST [MWW] ddle) 3. Date of (Month/D 02/25/20 4. If Ame Filed(Mor ip) Tabl 2A. Deemed Execution Date, if any	Washington,         ENT OF CHANGES IN ISECUR         annt to Section 16(a) of the of the Public Utility Hold 30(h) of the Investment         arson *       2. Issuer Name and Symbol MONSTER WOF [MWW]         ddle)       3. Date of Earliest Transaction (Month/Day/Year) 02/25/2009         ddle)       3. Date of Earliest Transaction (Month/Day/Year) 02/25/2009         a, If Amendment, Dar Filed(Month/Day/Year)         cip)       Table I - Non-D         2A. Deemed       3.         Execution Date, if       Transaction (Code) (Month/Day/Year)         (Month/Day/Year)       (Instr. 8)         Code       V         A       A	Washington, D.C. 205ENT OF CHANGES IN BENEFIC SECURITIEStant to Section 16(a) of the Securitie of the Public Utility Holding Com 30(h) of the Investment Companyarson $^{\circ}$ 2. Issuer Name and Ticker or T Symbol MONSTER WORLDWID [MWW]ddle)3. Date of Earliest Transaction (Month/Day/Year) 02/25/20094. If Amendment, Date Original Filed(Month/Day/Year)approx2A. Deemed3.4. Securit Transaction(A) or Dis any Code2A. Deemed3.4. Securit Transaction(A) or Dis any Code4. If Amendment, Bate Code(D) (Month/Day/Year)101111121131141141151161171181191191 <t< td=""><td>Washington, D.C. 20549         ENT OF CHANGES IN BENEFICIAI SECURITIES         tant to Section 16(a) of the Securities Exor of the Public Utility Holding Company 30(h) of the Investment Company Act         arson *         2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INVERING         MONSTER WORLDWIDE INVERTION         (Month/Day/Year)         02/25/2009         4. If Amendment, Date Original Filed(Month/Day/Year)         (Month/Day/Year)         (2A. Deemed       3.       4. Securities Act Execution Date, if Transaction(A) or Disposed any Code (D)         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)</td><td>Washington, D.C. 20549         ENT OF CHANGES IN BENEFICIAL OW SECURITIES         tant to Section 16(a) of the Securities Exchange of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194         arson<sup>*</sup>.         2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INC [MWW]         ddle)         ddle)         3. Date of Earliest Transaction (Month/Day/Year)         dip)         Table I - Non-Derivative Securities Acquired Execution Date, if Transactior(A) or Disposed of any         (A) Code V Amount (D) Price A         (Month/Day/Year)       (Instr. 3) (Instr. 3, 4 and 5)         (A) Table V Amount (D) Price A         (A) Table V Amount (D) Price A         (A) Table V Amount (D) Price A</td><td>Washington, D.C. 20549ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESanat to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940Tson 1 2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INC [MWW]S. Relationship of Issuerdate of Earliest Transaction (Month/Day/Year)Added Earliest Transaction (Month/Day/Year)A Joine of Earliest Transaction (Month/Day/Year)A Joine of Earliest Transaction (Month/Day/Year)A. If Amendment, Date Original Filed(Month/Day/Year)6. Individual or Ja Applicable Line) -X. Form filed by N PersonA Securities Acquired Securities Acquired Code (Month/Day/Year)A Securities Acquired Securities Beneficially Owned Form filed by N Person(Month/Day/Year)(A) Securities Acquired Securities Beneficially Owned Following Reported Transaction(s) or Code (Month/Day/Year)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) or Transaction(s) (Instr. 3)4. Securities Acquired Securities Beneficially Owned Following Reported Transaction(s) or Transaction(s) or A (1)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) or Transaction(s) or (Instr. 3)4. Securities Acquired Securities Beneficially Owned Following Reported Transact</td><td>Washington, D.C. 20549Number: Expires:<br <="" td=""/></td></t<>	Washington, D.C. 20549         ENT OF CHANGES IN BENEFICIAI SECURITIES         tant to Section 16(a) of the Securities Exor of the Public Utility Holding Company 30(h) of the Investment Company Act         arson *         2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INVERING         MONSTER WORLDWIDE INVERTION         (Month/Day/Year)         02/25/2009         4. If Amendment, Date Original Filed(Month/Day/Year)         (Month/Day/Year)         (2A. Deemed       3.       4. Securities Act Execution Date, if Transaction(A) or Disposed any Code (D)         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)	Washington, D.C. 20549         ENT OF CHANGES IN BENEFICIAL OW SECURITIES         tant to Section 16(a) of the Securities Exchange of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194         arson <sup>*</sup> .         2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INC [MWW]         ddle)         ddle)         3. Date of Earliest Transaction (Month/Day/Year)         dip)         Table I - Non-Derivative Securities Acquired Execution Date, if Transactior(A) or Disposed of any         (A) Code V Amount (D) Price A         (Month/Day/Year)       (Instr. 3) (Instr. 3, 4 and 5)         (A) Table V Amount (D) Price A         (A) Table V Amount (D) Price A         (A) Table V Amount (D) Price A	Washington, D.C. 20549ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESanat to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940Tson 1 2. Issuer Name and Ticker or Trading Symbol MONSTER WORLDWIDE INC [MWW]S. Relationship of Issuerdate of Earliest Transaction (Month/Day/Year)Added Earliest Transaction (Month/Day/Year)A Joine of Earliest Transaction (Month/Day/Year)A Joine of Earliest Transaction (Month/Day/Year)A. If Amendment, Date Original Filed(Month/Day/Year)6. 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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 (9-02) required to respond unless the form

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#### displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivativ Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Title and Amount of Underlying Securities (Instr. 3 and	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
		Code V	7 (A) (D)	Date Exercisable	Expiration Date	Amou or Title Numł of Share	ber	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Poulos Lise MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017			EVP and Chief Admin. Officer				
Signatures							

/s/ Lise Poulos 02/27/2009

\*\*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) Represents an award of restricted stock under the Issuer's 2008 Equity Incentive Plan.
- Represents an award of vested Common Stock under the Issuer's 2008 Equity Incentive Plan in lieu of a cash bonus. (2)
- Represents shares of Common Stock withheld to satisfy tax and other withholding obligations relating to the award of Common Stock in (3) lieu of a cash bonus.

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.