Yates Timothy T Form 4 March 01, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

10% Owner

Other (specify

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \*

(First)

(State)

Yates Timothy T

Symbol

MONSTER WORLDWIDE INC

2. Issuer Name and Ticker or Trading

[MWW]

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

02/25/2011

5. Relationship of Reporting Person(s) to

Issuer

X\_ Officer (give title

(Check all applicable)

MONSTER WORLDWIDE. INC., 622 THIRD AVENUE

> (Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

below) **Executive Vice President** 

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_\_ Director

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

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

NEW YORK, NY 10017

		Tabl	ole 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned								
1.Title of	2. Transaction Date		3.	4. Securities Acquired		5. Amount of	7. Nature of				
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	Cransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	02/25/2011		F	9,084 (1)	D	\$ 17.45	622,199	D			
Common Stock	02/28/2011		F	5,434 (2)	D	\$ 17.15	616,765	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Yates Timothy T - Form 4

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or E (Instr. 3) Pric Deri		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ive es ed		Underlying Securities (Instr. 3 and 4)	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

X

Officer Other Director 10% Owner

Yates Timothy T MONSTER WORLDWIDE, INC. **622 THIRD AVENUE** NEW YORK, NY 10017

**Executive Vice President** 

# **Signatures**

/s/ Michael C. Miller, as 03/01/2011 Attorney-in-Fact

> \*\*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).
- Represents shares of Common Stock withheld by the Issuer to satisfy taxes due in connection with the vesting of 25,000 shares of **(1)** Restricted Stock.
- Represents shares of Common Stock withheld by the Issuer to satisfy taxes due in connection with the vesting of 15,000 shares of Restricted Stock.

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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