

MONSTER WORLDWIDE INC
Form 4
May 21, 2007

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 *
MCKELVEY ANDREW J

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2007

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10166

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, \$.001 par value per share	05/17/2007		S		4,300	D \$ 49.35	11,137,201 D
Common Stock, \$.001 par value per share	05/17/2007		S		1,300	D \$ 49.36	11,135,901 D

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Common Stock, \$.001 par value per share	05/17/2007	S	500	D	\$ 49.38	11,135,401	D
Common Stock, \$.001 par value per share	05/17/2007	S	500	D	\$ 49.45	11,134,901	D
Common Stock, \$.001 par value per share	05/17/2007	S	100	D	\$ 49.46	11,134,801	D
Common Stock, \$.001 par value per share	05/17/2007	S	100	D	\$ 49.67	11,134,701	D
Common Stock, \$.001 par value per share	05/18/2007	S	59,942	D	\$ 48.75	11,074,759	D
Common Stock, \$.001 par value per share	05/18/2007	S	5,700	D	\$ 48.76	11,069,059	D
Common Stock, \$.001 par value per share	05/18/2007	S	1,500	D	\$ 48.77	11,067,559	D
Common Stock, \$.001 par value per share	05/18/2007	S	300	D	\$ 48.79	11,067,259	D
Common Stock, \$.001 par value per share	05/18/2007	S	767	D	\$ 48.8	11,066,492	D
	05/18/2007	S	4,730	D		11,061,762	D

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Common Stock, \$.001 par value per share					\$ 48.81		
Common Stock, \$.001 par value per share	05/18/2007	S	7,550	D	\$ 48.84	11,054,212	D
Common Stock, \$.001 par value per share	05/18/2007	S	10,922	D	\$ 48.85	11,043,290	D
Common Stock, \$.001 par value per share	05/18/2007	S	3,600	D	\$ 48.86	11,039,690	D
Common Stock, \$.001 par value per share	05/18/2007	S	1,351	D	\$ 48.87	11,038,339	D
Common Stock, \$.001 par value per share	05/18/2007	S	6,521	D	\$ 48.88	11,031,818	D
Common Stock, \$.001 par value per share	05/18/2007	S	400	D	\$ 48.89	11,031,418	D
Common Stock, \$.001 par value per share	05/18/2007	S	3,002	D	\$ 48.9	11,028,416	D
Common Stock, \$.001 par value per share	05/18/2007	S	1,578	D	\$ 48.91	11,026,838	D
	05/18/2007	S	5,497	D		11,021,341	D

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Common Stock, \$.001 par value per share					\$ 48.92		
Common Stock, \$.001 par value per share	05/18/2007	S	7,173	D	\$ 48.93	11,014,168	D
Common Stock, \$.001 par value per share	05/18/2007	S	2,551	D	\$ 48.94	11,011,617	D
Common Stock, \$.001 par value per share	05/18/2007	S	7,033	D	\$ 48.95	11,004,584	D
Common Stock, \$.001 par value per share	05/18/2007	S	6,981	D	\$ 48.96	10,997,603	D
Common Stock, \$.001 par value per share	05/18/2007	S	3,684	D	\$ 48.97	10,993,919	D
Common Stock, \$.001 par value per share	05/18/2007	S	10,117	D	\$ 48.98	10,983,802	D
Common Stock, \$.001 par value per share	05/18/2007	S	3,258	D	\$ 48.99	10,980,544	D
Common Stock, \$.001 par value per share	05/18/2007	S	122,718	D	\$ 49	10,857,826 <u>(1)</u>	D
						2,232	I

- (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.
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