MONSTER WORLDWIDE INC

Form 4 May 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

05/17/2007

MONSTER WORLDWIDE INC

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MNST]

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

Director Officer (give title below)

X__ 10% Owner _ Other (specify

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

(Street)

(Zin)

FLOOR

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) Tabl	e I - Non-I	Derivative S	ecuriti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value per share	05/17/2007		Code V	Amount 4,300	(D)	Price \$ 49.35	(Instr. 3 and 4) 11,137,201	D	
Common Stock, \$.001 par value per share	05/17/2007		S	1,300	D	\$ 49.36	11,135,901	D	

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

Common Stock, \$.001 par					\$ 48.81		
value per share							
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

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	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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211.561
					4, and 5)						
					¬, and 3)						
									Amount		
						D	E	(or		
						Date	Expiration	Title 1	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keiationsnips								
	Director	10% Owner	Officer	Other					
MCKELVEY ANDREW J									
C/O BI ACKFIN CAPITAL LLC									

C/O BLACKFIN CAPITAL, LLC 200 PARK AVENUE, 44TH FLOOR NEW YORK, NY 10166



Signatures

share

/s/ Andrew J. 05/21/2007 McKelvey

**Signature of Reporting Date
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).

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.