MONSTER WORLDWIDE, INC.

Form 4 June 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * RAYPORT JEFFREY F

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MONSTER WORLDWIDE, INC.

(Check all applicable)

[MWW]

(Middle)

(Zip)

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 06/05/2014

_X__ Director 10% Owner Other (specify Officer (give title

MONSTER WORLDWIDE. INC., 622 THIRD AVENUE

> (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

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

| NICIA | VODIZ | NIXZ | 10017 |
|---------|-------|------|-------|
| IN E. W | YORK. | INY | 10017 |

(City)

| | | Table | 1 - 14011-10 | envauve | ecui i | nes Acq | lan ca, Disposca o | i, oi benenciai | ly Owned |
|------------------------|--------------------------------------|------------------|------------------|---------------------|--------|------------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | | 3. Transactio | 4. Securi | | • | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | * ′ | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | |
| | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 06/05/2014 | | F | 2,294 (1) | D | \$ 5.88 | 75,975 | D | |
| Common Stock | 06/06/2014 | | F | 1,527 (2) | D | \$6 | 74,448 | D | |
| Common Stock | 06/09/2014 | | F | 950 (3) | D | \$ 6.21 | 73,498 | D | |

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

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | PD1 - 1 | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | G 1 17 | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

RAYPORT JEFFREY F MONSTER WORLDWIDE, INC. 622 THIRD AVENUE NEW YORK, NY 10017

X

Signatures

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

06/09/2014

**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 shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 5,734 shares of Restricted Stock.
- (2) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 3,816 shares of Restricted
- (3) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 2,374 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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