**HESS CORP** Form 4 January 24, 2008

## FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* WALKER F BORDEN

(First)

(Middle)

HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

HESS CORP [HES]

(Month/Day/Year) 01/23/2008

3. Date of Earliest Transaction

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below)

**Executive Vice President** 

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 10036

(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. Transactio Code (Instr. 8)	4. Securities Acquired action(A) or Disposed of (D) (Instr. 3, 4 and 5)  8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, \$1.00 par value	01/23/2008		M(1)	10,000	A	\$ 19.43	246,642	D		
Common Stock, \$1.00 par value	01/23/2008		S(2)	400	D	\$ 82.01	246,242	D		
Common Stock, \$1.00 par value	01/23/2008		S	100	D	\$ 82.27	246,142	D		

Common Stock, \$1.00 par value	01/23/2008	S	800	D	\$ 82.15	245,342	D
Common Stock, \$1.00 par value	01/23/2008	S	800	D	\$ 82.28	244,542	D
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 82.35	244,442	D
Common Stock, \$1.00 par value	01/23/2008	S	400	D	\$ 82.29	244,042	D
Common Stock, \$1.00 par value	01/23/2008	S	500	D	\$ 82.54	243,542	D
Common Stock, \$1.00 par value	01/23/2008	S	600	D	\$ 82.53	242,942	D
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 82.05	242,842	D
Common Stock, \$1.00 par value	01/23/2008	S	300	D	\$ 82.59	242,542	D
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.7	242,342	D
Common Stock, \$1.00 par value	01/23/2008	S	700	D	\$ 82.45	241,642	D
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.21	241,442	D
	01/23/2008	S	200	D		241,242	D

Common Stock, \$1.00 par value					\$ 82.17	
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.44 241,042 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 240,842 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.31 240,642 D	)
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 82.8 240,542 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.57 240,342 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 240,142 D	)
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 240,042 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 83.33 239,842 D	•
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 239,742 D	)
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 239,542 D	•
	01/23/2008	S	200	D	239,342 D	)

Common Stock, \$1.00 par value					\$ 82.58		
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.83	239,142	D
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 83.02	238,942	D
Common Stock, \$1.00 par value	01/23/2008	S	200	D	\$ 82.94	238,742	D
Common Stock, \$1.00 par value	01/23/2008	S	100	D	\$ 82.96	238,642 (3)	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 required to respond unless the form 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and :	r. 3, 4, 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 19.43	01/23/2008		M		10,000	11/07/2002	11/07/2011	Common Stock, \$1.00 par value	10,000

(9-02)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WALKER F BORDEN HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036

**Executive Vice President** 

### **Signatures**

George C. Barry for F. Borden Walker

01/24/2008

\*\*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) Common Stock acquired upon exercise of options granted under the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan.
- (2) The sales of shares set forth herein are made in connection with a selling plan dated June 26, 2007 that is intended to comply with Rule 10b5-1.

This amount includes 212,500 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plan at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.

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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