### Edgar Filing: HESS CORP - Form 4

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Form 4 April 07, 20	0.0										
<u> </u>									OMB AF	PROVAL	
FORM	<b>14</b> UNITED	RITIES A shington,		OMMISSION	OMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Filed pursuant to Section 1 Section 17(a) of the Public U			sinigton,	D.C. 20	1347				January 31,		
			Section 1	<b>SECUR</b> 6(a) of the	<b>ITIES</b> e Securi	ties E	e Act of 1934,	Expires: 22 Estimated average burden hours per response			
may con See Instr 1(b).	tinue. Section 17(3			tility Hold westment	•	· ·	•	1935 or Sectior	1		
(Print or Type	Responses)										
1. Name and A HESS JOH	Address of Reporting N B	Person <u>*</u>	Symbol	r Name <b>and</b> CORP [HI		Tradi	0	5. Relationship of Issuer	Reporting Pers	on(s) to	
				of Earliest Transaction				(Check all applicable)			
	RPORATION, 118 OF THE AMERIC	35		Day/Year)				X Director X Officer (give below) Chairman or	X 10% title Othe below) f the Board and	er (specify	
	mendment, Date Original 6. Individual or					Joint/Group Filing(Check					
NEW YOR	2K, NY 10036		Filed(Mo	nth/Day/Year	)			Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-D	<b>)</b> erivative	Secu	ities Acau	iired, Disposed of,	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)	
G				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock, \$1.00 par value	04/04/2008			S <u>(1)</u>	200	D	\$ 96.26	1,280,669	D		
Common Stock, \$1.00 par value	04/04/2008			S	100	D	\$ 96.38	1,280,569	D		
Common Stock, \$1.00 par value	04/04/2008			S	100	D	\$ 96.53	1,280,469	D		

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Common Stock, \$1.00 par value	04/04/2008	S	100	D	\$ 95.53 1,280,369	D
Common Stock, \$1.00 par value	04/04/2008	S	200	D	\$ 96.855 1,280,169	D
Common Stock, \$1.00 par value	04/04/2008	S	200	D	\$ 95.86 1,279,969	D
Common Stock, \$1.00 par value	04/04/2008	S	100	D	\$ 96.55 1,279,869	D
Common Stock, \$1.00 par value	04/04/2008	S	300	D	\$ 96.45 1,279,569	D
Common Stock, \$1.00 par value	04/04/2008	S	200	D	\$ 96.27 1,279,369	D
Common Stock, \$1.00 par value	04/04/2008	S	100	D	\$ 95.27 1,279,269	D
Common Stock, \$1.00 par value	04/04/2008	S	100	D	\$ 95.49 1,279,169	D
Common Stock, \$1.00 par value	04/04/2008	S	100	D	\$ 95.33 1,279,069 <u>(2)</u>	D

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

Persons who respond to the collection of 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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HESS JOHN B HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Х	X	Chairman of the Board and CEO					
Signatures								
George C. Barry for John B. Hess	04/07/200	8						
**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) The sales of shares set forth herein are made in connection with a selling plan dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).

This amount includes 305,000 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 the lapsing of the period set by the Committee

(2) Interface that, the reporting person has only voting power of these shares until the 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.