## Edgar Filing: HESS CORP - Form 4

| HESS CORI<br>Form 4  | Р  |                 |                               |                   |             |  |        |             |  |                    |           |  |
|--|--|-----------------|-------------------------------|-------------------|-------------|--|--------|-------------|--|--------------------|-----------|--|
| April 09, 20   | 08   |                 |                               |                   |             |  |        |             |  |                    |           |  |
| FORM   | 14   |                 |                               |                   | ~           |  | ~      |             |  | OMB A              | PPROVAL   |  |
|  | • • UNITED S                                 | STATES          |                               |                   |             |  |        | NGE C       | OMMISSION  | OMB<br>Number:     | 3235-0287 |  |
| Washington, D.C. 20549Check this box<br>if no longer<br>subject to<br>Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESForm 4 or<br>Form 5<br>obligations<br> |  |                 |                               |                   |             |  |        |             | Expires:January 3Expires:200Estimated averageburden hours perresponse0.  |                    |           |  |
| (Print or Type   | Responses)                                   |                 |                               |                   |             |  |        |             |  |                    |           |  |
| 1. Name and A<br>HESS JOH  | Address of Reporting I<br>N B                | Person <u>*</u> | 2. Issuer<br>Symbol<br>HESS C |                   |             | Ticker or                              | Tradii | ng          | 5. Relationship of<br>Issuer   |                    |           |  |
| (Last)   | (First) (M                                   | /liddle)        | 3. Date of                    |                   | -           | -                                      |        |             | (Chec  | ck all applicable) |           |  |
| (Month/DataHESS CORPORATION, 1185AVENUE OF THE AMERICAS  |  |                 |                               | $\frac{X}{below}$ |             |  |        |             | /  |                    |           |  |
| NEW VOD  | (Street)                                     |                 | 4. If Ame<br>Filed(Mor        |                   |             | -                                      | 1      |             | 6. Individual or Jo<br>Applicable Line)<br>_X_ Form filed by O<br>Form filed by M  | One Reporting Pe   | erson     |  |
|  | K, NY 10036                                  |                 |                               |                   |             |  |        |             | Person   |                    |           |  |
| (City)   | (State)                                      | (Zip)           | Tabl                          | e I - No          | on-D        | erivative                              | Secur  | ities Acq   | uired, Disposed of   | , or Beneficial    | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | Security (Month/Day/Year) Execution Date, if |                 |                               |                   | actio<br>8) | 4. Securi<br>on(A) or Di<br>(Instr. 3, | ispose | d of (D)    | 5. Amount of<br>Securities6. Ownership<br>Form: Direct7. Natu<br>IndirectBeneficially(D) orBeneficOwnedIndirect (I)OwnersFollowing(Instr. 4)(Instr. 4)ReportedTransaction(s)Indirect (I) |                    |           |  |
| ~  |  |                 |                               | Code              | V           | Amount                                 |        | Price       | (Instr. 3 and 4)   |                    |           |  |
| Common<br>Stock,<br>\$1.00 par<br>value  | 04/08/2008                                   |                 |                               | S <u>(1)</u>      |             | 200                                    | D      | \$<br>96.29 | 1,309,969  | D                  |           |  |
| Common<br>Stock,<br>\$1.00 par<br>value  | 04/08/2008                                   |                 |                               | S                 |             | 400                                    | D      | \$<br>96.34 | 1,309,569  | D                  |           |  |
| Common<br>Stock,<br>\$1.00 par<br>value  | 04/08/2008                                   |                 |                               | S                 |             | 200                                    | D      | \$ 96.5     | 1,309,369  | D                  |           |  |

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| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 500 | D | \$<br>96.58 | 1,308,869 | D |
|---|------------|---|-----|---|-------------|-----------|---|
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 600 | D | \$<br>96.54 | 1,308,269 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 400 | D | \$<br>96.24 | 1,307,869 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 300 | D | \$<br>96.43 | 1,307,569 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 400 | D | \$<br>96.42 | 1,307,169 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 300 | D | \$<br>96.53 | 1,306,869 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.71 | 1,306,769 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.79 | 1,306,669 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 400 | D | \$<br>96.47 | 1,306,269 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.65 | 1,306,169 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 300 | D | \$<br>96.57 | 1,305,869 | D |
|   | 04/08/2008 | S | 100 | D |             | 1,305,769 | D |

| Common<br>Stock,<br>\$1.00 par<br>value |            |   |     |   | \$<br>96.61 |           |   |
|---|------------|---|-----|---|-------------|-----------|---|
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.77 | 1,305,669 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 300 | D | \$<br>96.44 | 1,305,369 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.83 | 1,305,269 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.02 | 1,305,169 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 200 | D | \$<br>96.56 | 1,304,969 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.74 | 1,304,869 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>97.03 | 1,304,769 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.03 | 1,304,669 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 200 | D | \$<br>96.14 | 1,304,469 | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>95.95 | 1,304,369 | D |
|   | 04/08/2008 | S | 300 | D |             | 1,304,069 | D |

| Common<br>Stock,<br>\$1.00 par<br>value |            |   |     |   | \$<br>96.23 |                      |   |
|---|------------|---|-----|---|-------------|----------------------|---|
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$ 95       | 1,303,969            | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>95.89 | 1,303,869            | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>96.08 | 1,303,769            | D |
| Common<br>Stock,<br>\$1.00 par<br>value | 04/08/2008 | S | 100 | D | \$<br>94.78 | 1,303,669 <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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>  | Relationships      |   |                               |       |  |  |  |  |  |
|--|--------------------|---|-------------------------------|-------|--|--|--|--|--|
|  | Director 10% Owner |   | Officer                       | Other |  |  |  |  |  |
| HESS JOHN B<br>HESS CORPORATION<br>1185 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | Х                  | X | Chairman of the Board and CEO |       |  |  |  |  |  |
| Signatures   |                    |   |                               |       |  |  |  |  |  |
| George C. Barry for John<br>B. Hess  | 04/09/200          | 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) Incentive run. The reporting person has only voting power of these shares until the rapsing 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.