**HESS CORP** Form 4 April 17, 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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HESS JOHN B** 

(First) (Middle) (Last)

HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

(Street)

2. Issuer Name and Ticker or Trading Symbol

HESS CORP [HES]

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

04/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Chairman of the Board and CEO

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) Tabl	e I - Non-D	<b>Derivative</b>	Secu	rities Acqu	ired, 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)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.00 par value	04/15/2008		Code V  S(1)	Amount 100	` ′	Price \$ 102.17		D	
Common Stock, \$1.00 par value	04/15/2008		S	100	D	\$ 102.95	1,362,569	D	
Common Stock, \$1.00 par value	04/15/2008		S	100	D	\$ 102.99	1,362,469	D	

Common Stock, \$1.00 par value	04/15/2008	S	200	D	\$ 102.92	1,362,269	D
Common Stock, \$1.00 par value	04/15/2008	S	200	D	\$ 103.13	1,362,069	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.17	1,361,969	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.14	1,361,869	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.19	1,361,769	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.11	1,361,669	D
Common Stock, \$1.00 par value	04/15/2008	S	300	D	\$ 101.09	1,361,369	D
Common Stock, \$1.00 par value	04/15/2008	S	400	D	\$ 101.01	1,360,969	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101	1,360,869	D
Common Stock, \$1.00 par value	04/15/2008	S	500	D	\$ 101.08	1,360,369	D
Common Stock, \$1.00 par value	04/15/2008	S	300	D	\$ 101.06	1,360,069	D
	04/15/2008	S	200	D		1,359,869	D

Common Stock, \$1.00 par value					\$ 101.05		
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 100.84	1,359,769	D
Common Stock, \$1.00 par value	04/15/2008	S	200	D	\$ 101.02	1,359,569	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.07	1,359,469	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.81	1,359,369	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.03	1,359,269	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.86	1,359,169	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.83	1,359,069	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.08	1,358,969	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.88	1,358,869	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.85	1,358,769	D
	04/15/2008	S	100	D		1,358,669	D

Common Stock, \$1.00 par value					\$ 101.04		
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 100.89	1,358,569	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102	1,358,469	D
Common Stock, \$1.00 par value	04/15/2008	S	200	D	\$ 102.88	1,358,269	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.01	1,358,169 (2)	D

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

X

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chairman of the Board and CEO

HESS JOHN B

HESS CORPORATION 1185 AVENUE OF THE AMERICAS

Or THE AME

NEW YORK, NY 10036

## **Signatures**

George C. Barry for John

04/16/2008

B. Hess

\*\*Signature of Reporting 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).
- (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 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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