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).

(Last)

(Print or Type Responses)

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

(Middle)

HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

NEW YORK, NY 10036

(Street)

(First)

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_X__ Director X 10% Owner 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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common Stock. $S^{(1)}$ 04/15/2008 300 1,338,669 D \$1.00 par value Common Stock, 04/15/2008 S 100 D 1,338,569 D \$1.00 par value Common Stock, S 04/15/2008 200 1,338,369 D \$1.00 par value

Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.49	1,338,269	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.49	1,338,169	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.42	1,338,069	D
Common Stock, \$1.00 par value	04/15/2008	S	300	D	\$ 102.43	1,337,769	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.4	1,337,669	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.41	1,337,569	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.46	1,337,469	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.47	1,337,369	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.48	1,337,269	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.42	1,337,169	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 103.46	1,337,069	D
	04/15/2008	S	100	D		1,336,969	D

Common Stock, \$1.00 par value					\$ 103.45		
Common Stock, \$1.00 par value	04/15/2008	\$ S	200	D	\$ 103.49	1,336,769	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	100	D	\$ 101.09	1,336,669	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	300	D	\$ 101.01	1,336,369	D
Common Stock, \$1.00 par value	04/15/2008	S	300	D	\$ 101.02	1,336,069	D
Common Stock, \$1.00 par value	04/15/2008	\$ S ·	400	D	\$ 101.08	1,335,669	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	300	D	\$ 101	1,335,369	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	300	D	\$ 101.04	1,335,069	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	200	D	\$ 101.06	1,334,869	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	300	D	\$ 101.07	1,334,569	D
Common Stock, \$1.00 par value	04/15/2008	\$ S	200	D	\$ 101.05	1,334,369	D
	04/15/2008	S	100	D		1,334,269	D

Common Stock, \$1.00 par value					\$ 100.84		
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.82	1,334,169	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.86	1,334,069	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 101.83	1,333,969	D
Common Stock, \$1.00 par value	04/15/2008	S	100	D	\$ 102.08	1,333,869 (2)	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.

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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	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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