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. See Instruction 1(b).

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

_X__ 10% Owner

burden hours per

HESS CORP [HES]

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/16/2008

(Check all applicable)

X Director

HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

_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) Tab	le I - Non-l	Derivativ	e Secu	rities Acqu	ired, Disposed o	f, or Beneficia	ally 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	04/16/2008		S <u>(1)</u>	100	D	\$ 101.85	10,822,430	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008		S	100	D	\$ 102.4	10,822,330	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008		S	100	D	\$ 103.1	10,822,230	I	Charitable Lead Annuity Trust

Edgar Filing: HESS CORP - Form 4

Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 103.4	10,822,130	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	200	D	\$ 103.95	10,821,930	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 103.12	10,821,830	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	300	D	\$ 101.99	10,821,530	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	200	D	\$ 101.83	10,821,330	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.93	10,821,230	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	223	D	\$ 101.95	10,821,007	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.77	10,820,907	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	200	D	\$ 103.51	10,820,707	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.78	10,820,607	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.71	10,820,507	I	Charitable Lead Annuity Trust
	04/16/2008	S	200	D		10,820,307	I	

Edgar Filing: HESS CORP - Form 4

Common Stock, \$1.00 par value					\$ 103.21			Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 102.51	10,820,207	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	200	D	\$ 101.71	10,820,007	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.95	10,819,907	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 101.73	10,819,807	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 103.22	10,819,707	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	04/16/2008	S	100	D	\$ 102.58	10,819,607 (2)	I	Charitable Lead Annuity Trust

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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	• •	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired		· ·		Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				`
					4, and 5)				

Edgar Filing: HESS CORP - Form 4

Amount or Expiration Title Number Date Exercisable Date of Code V (A) (D) Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

HESS JOHN B

HESS CORPORATION 1185 AVENUE OF THE AMERICAS

X X Chairman of the Board and CEO

NEW YORK, NY 10036

Signatures

George C. Barry for John 04/17/2008 B. Hess

**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).
- The sales of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).
- Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five **(2)** trustees of the trust.

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.

Reporting Owners 4