### Edgar Filing: HESS CORP - Form 4

HESS COR Form 4 June 05, 20											
									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.			CHAN	IGES IN SECUR	Expires: January 31, 2005 Estimated average burden hours per						
Section 10.DifferenceDifferenceForm 4 orForm 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5Section 17(a) of the Public Utility Holding Company Act of 1935 or Section30(h) of the Investment Company Act of 19401940											
(Print or Type	Responses)										
WALKER F BORDEN Symbol				and there is the training				5. Relationship of Reporting Person(s) to Issuer			
				of Earliest Transaction				(Check all applicable)			
HESS COI AVENUE					Director 10% Owner _X_ Officer (give title Other (specify below) below) Executive Vice President						
				onth/Day/Year) A				b. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person			
NEW YOF	RK, NY 10036						P	Form filed by Mo Person	ore than One Re	porting	
(City)	(State) (	(Zip)	Tab	le I - Non-E	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)	
Common Stock,				Code V		(D)	Price	(Instr. 3 and 4)			
\$1.00 par value	06/04/2008			M <u>(1)</u>	10,000	А	\$ 19.43	200,640	D		
Common Stock, \$1.00 par value	06/04/2008			S <u>(2)</u>	10,000	D	\$ 120.76	190,640	D		
Common Stock, \$1.00 par value	06/04/2008			S	3,000	D	\$ 120.76	187,640 <u>(3)</u>	D		

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

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# 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 19.43	06/04/2008		М		10,000	11/07/2002	11/07/2011	Common Stock, \$1.00 par value	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting of the random states	Director	10% Owner	Officer	Other				
WALKER F BORDEN HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Executive Vice President					
Signatures								
George C. Barry for F. Borden Walker	06/0	5/2008						
**Signature of Reporting Person	D	ate						

## **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) Common Stock acquired upon exercise of options granted under the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan.
- (2) 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.
- (3) This amount includes 91,000 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 lapsing of the period set by the Committee administering

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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.