

HESS CORP
Form 4
April 18, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Last) (First) (Middle)

**HESS CORPORATION, 1185
AVENUE OF THE AMERICAS**

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HESS CORP [HES]

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$1.00 par value	04/17/2008		S ⁽¹⁾		1,300	D	\$ 102.47
					1,283,369	D	
Common Stock, \$1.00 par value	04/17/2008		S		700	D	\$ 102.55
					1,282,669	D	
Common Stock, \$1.00 par value	04/17/2008		S		1,200	D	\$ 102.43
					1,281,469	D	

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Common Stock, \$1.00 par value	04/17/2008	S	200	D	\$ 102.21	1,281,269	D
Common Stock, \$1.00 par value	04/17/2008	S	600	D	\$ 102.04	1,280,669	D
Common Stock, \$1.00 par value	04/17/2008	S	300	D	\$ 101.91	1,280,369	D
Common Stock, \$1.00 par value	04/17/2008	S	200	D	\$ 101.84	1,280,169	D
Common Stock, \$1.00 par value	04/17/2008	S	100	D	\$ 101.88	1,280,069	D
Common Stock, \$1.00 par value	04/17/2008	S	100	D	\$ 101.77	1,279,969	D
Common Stock, \$1.00 par value	04/17/2008	S	200	D	\$ 101.755	1,279,769	D
Common Stock, \$1.00 par value	04/17/2008	S	400	D	\$ 101.92	1,279,369	D
Common Stock, \$1.00 par value	04/17/2008	S	200	D	\$ 101.89	1,279,169	D
Common Stock, \$1.00 par value	04/17/2008	S	100	D	\$ 102.62	1,279,069 ⁽²⁾	D

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Table with columns: Date Exercisable, Expiration Date, Title, Amount or Number of Shares. Includes sub-headers Code V (A) (D).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for HESS JOHN B, HESS CORPORATION.

Signatures

George C. Barry for John B. Hess 04/18/2008

**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).
(2) This amount includes 305,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan.

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.