

OCONNOR JOHN J  
 Form 4  
 June 26, 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 \*  
**OCONNOR JOHN J**

(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)  
**06/25/2008**

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)  
**Executive Vice President**

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	06/25/2008		S		300	D	\$ 125.33
Common Stock, \$1.00 par value	06/25/2008		S		100	D	\$ 125.34
Common Stock, \$1.00 par value	06/25/2008		S		100	D	\$ 125.255

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Common Stock, \$1.00 par value	06/25/2008	S	200	D	\$ 125.295	302,103	D
Common Stock, \$1.00 par value	06/25/2008	S	600	D	\$ 125.275	301,503	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.27	301,403	D
Common Stock, \$1.00 par value	06/25/2008	S	163	D	\$ 125.285	301,240	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.36	301,140	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.345	301,040	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.315	300,940	D
Common Stock, \$1.00 par value	06/25/2008	S	64	D	\$ 125.24	300,876	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.215	300,776	D
Common Stock, \$1.00 par value	06/25/2008	S	500	D	\$ 125.218	300,276	D
Common Stock, \$1.00 par value	06/25/2008	S	400	D	\$ 125.182	299,876	D
	06/25/2008	S	100	D		299,776	D

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Common Stock, \$1.00 par value					\$ 125.174		
Common Stock, \$1.00 par value	06/25/2008	S	200	D	\$ 125.195	299,576	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.235	299,476	D
Common Stock, \$1.00 par value	06/25/2008	S	536	D	\$ 125.26	298,940	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.275	298,840	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.225	298,740	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.235	298,640	D
Common Stock, \$1.00 par value	06/25/2008	S	400	D	\$ 125.14	298,240	D
Common Stock, \$1.00 par value	06/25/2008	S	500	D	\$ 125.075	297,740	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.125	297,640	D
Common Stock, \$1.00 par value	06/25/2008	S	100	D	\$ 125.175	297,540	D
	06/25/2008	S	100	D		297,440	D

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Common Stock, \$1.00 par value					\$			
					125.135			
Common Stock, \$1.00 par value	06/25/2008		S	100	D	\$	297,340	D
						125.225		
Common Stock, \$1.00 par value	06/25/2008		S	100	D	\$	297,240	D
						125.29		
Common Stock, \$1.00 par value	06/25/2008		S	100	D	\$	297,140	D
						125.305		
Common Stock, \$1.00 par value	06/25/2008		S	100	D	\$	297,040 <sup>(1)</sup>	D
						125.23		

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR JOHN J HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Executive Vice President	

## Signatures

George C. Barry for John J. O'Connor	06/26/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) This amount includes 242,000 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 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.