#### Edgar Filing: Ziolo Mykel J. - Form 4

Ziolo Mykel	J.										
Form 4											
February 04,	2011								<u></u>		
FORM	14		CECUD		ND EV(	<b>TT A R</b>	NCE	COMMISSION	r	PPROVAL	
	UNITEI	JSIAIES		hington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check thi	is box		vv as	inington,	D.C. 20.	547				January 31	
if no long		MENT O	F CHAN	GES IN 1	BENEFI	CIA	LOW	<b>NERSHIP OF</b>	Expires:	2005	
subject to Section 1	)			SECURITIES					Estimated average burden hours per		
Form 4 or									response	•	
Form 5	Filed p	ursuant to	Section 16	b(a) of the	e Securiti	ies Ez	kchang	ge Act of 1934,			
obligation may cont		7(a) of the	Public Uti	ility Hold	ling Com	ipany	Act o	of 1935 or Sectio	n		
See Instru		30(h)	of the Inv	vestment	Company	y Act	of 19	40			
1(b).											
(Print or Type F	Desponses)										
(I fint of Type r	(esponses)										
1. Name and A	ddress of Reportin	g Person *	2. Issuer	Name and	Ticker or '	Tradin	g	5. Relationship of	f Reporting Per	son(s) to	
			Symbol	· · · · · · · · · · · · · · · · · ·				Issuer			
			HESS C	ORP [HE	ES]					``	
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			(Chec	ck all applicable	e)	
			(Month/Da					Director	109	6 Owner	
1185 AVEN	IUE OF THE		02/02/20	-				XOfficer (give	e title Oth below)	er (specify	
AMERICAS	5							below) Senic	or Vice Preside	nt	
	(Street)		4. If Amer	ndment. Da	te Original			6. Individual or Jo	oint/Group Fili	ng(Check	
			Filed(Mont		-			Applicable Line)	onna oroap r ni		
				•				_X_ Form filed by			
NEW YORI	K, NY 10036							Form filed by M Person	Aore than One R	eporting	
(City)	(State)	(Zip)	Table	I Nov D	· · · · · · · · · · · · · · · · · · ·	· · · · · ·	4		f an Dan affaita	ller Oermaal	
							ues Ac	quired, Disposed o		-	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transacti	4. Securi onAcquired		vr		6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Woldin Day) 10	any	on Date, n	Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common				coue v	mount		Thee				
Stock,	02/02/2011				0.000		ф. О.	(0,000,(1))	D		
\$1.00 par	02/02/2011			А	8,880	А	\$0	69,900 <u>(1)</u>	D		
value											

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.

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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)	5. Number poof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date urities (Month/Day/Year) juired or posed of str. 3, 4,		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	\$ 83.88	02/02/2011		A	8,880	02/02/2012	02/02/2021	Common Stock, \$1.00 par value	8,880
Option to purchase Common Stock	\$ 83.88	02/02/2011		А	8,880	02/02/2013	02/02/2021	Common Stock, \$1.00 par value	8,880
Option to purchase Common Stock	\$ 83.88	02/02/2011		А	8,880	02/02/2014	02/02/2021	Common Stock, \$1.00 par value	8,880

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g ta ta ta ta ta ta ta	Director	10% Owner	Officer	Other			
Ziolo Mykel J. 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	5		Senior Vice President				
Signatures							
George C. Barry for Mykel Ziolo	02/04/2011						

Date

\*\*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) This amount includes 46,170 shares held in escrow pursuant to the Corporation's 2008 Long-Term Incentive Plan and 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.