SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	or Sect	ion 30(h) of	the Investment Company Act of 19	40						
1. Name and Address of Reporting Person [*] Schoonman Geurt G	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2020		3. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [HES]							
(Last) (First) (Middle) 1185 AVENUE OF THE AMERICAS			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	er cify 6.	5. If Amendment, Date of Original Filed (Month/Day/Year)6. Individual or Joint/Group Filing (Check					
(Street) NEW YORK NY 10036			A below) Senior Vice Pres	A	Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I Nor	Dorivat	ive Securities Beneficial	w Owned						
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	cṫ (D) (In	4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock, \$1.00 par value			21,300 ⁽¹⁾	D						
(6			e Securities Beneficially (Ints, options, convertible		s)					
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		· • ·		4. Conversio or Exercis	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)				
2019 Performance Share Unit ⁽²⁾	(3)	(3)	Common Stock, \$1.00 par value	4,380	0.00	D				
2018 Performance Share Unit ⁽⁴⁾	(3)	(3)	Common Stock, \$1.00 par value	5,239	0.00	D				
2017 Performance Share Unit ⁽⁵⁾	(3)	(3)	Common Stock, \$1.00 par value	9,459	0.00	D				
Option to purchase Common Stock	03/06/2020	03/06/2029	Common Stock, \$1.00 par value	5,761	56.74	D				
Option to purchase Common Stock	03/06/2021	03/06/2029	Common Stock, \$1.00 par value	5,761	56.74	D				
Option to purchase Common Stock	03/06/2022	03/06/2029	Common Stock, \$1.00 par value	5,762	56.74	D				
Option to purchase Common Stock	03/06/2020	03/06/2028	Common Stock, \$1.00 par value	7,609	48.48	D				
Option to purchase Common Stock	03/06/2021	03/06/2028	Common Stock, \$1.00 par value	7,609	48.48	D				
Option to purchase Common Stock	03/06/2020	03/06/2022	Common Stock, \$1.00 par value	5,743	51.03	D				
Option to purchase Common Stock	03/03/2016	03/03/2025	Gommon Stock, \$1.00 par value	3,968	74.49	D				
Option to purchase Common Stock	03/03/2017	03/03/2025	value	3,900	74.49	D				
Option to purchase Common Stock	03/03/2018	03/03/2025	value	3,969	74.49	D				
Option to purchase Common Stock	02/02/2012	02/02/2023	value	2,515	83.88	D				
Option to purchase Common Stock	02/02/2013	02/02/2023	Common Stock, \$1.00 par value	2,515	83.88	D				

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)				
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)					
Option to purchase Common Stock	02/02/2014	02/02/2021	Common Stock, \$1.00 par value	2,515	83.88	D					

Explanation of Responses:

1. These shares held in escrow pursuant to the Corporation's Long Term Incentive Plans. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plans at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.

2. Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2021, as more particularly described in the applicable award agreement.

3. Not applicable

4. Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2020, as more particularly described in the applicable award agreement.

5. Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2019, as more particularly described in the applicable award agreement.

Remarks:

Barry Schachter for Geurt G.

Schoonman

01/10/2020

Date

** Signature of Reporting Person

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

 * If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

HESS CORPORATION

AUTHORIZATION FORM

Securities and Exchange Commission

Gentlemen:

Authorization is hereby given for each of Timothy B. Goodell and Barry Schachter to sign for and on behalf of the undersigned applications for EDGAR filing codes, statements on Form 3 Initial Statement of Beneficial Ownership of Securities, Form 4 Statement of Changes in Beneficial Ownership of Securities and Form 5 Annual Statement of Beneficial Ownership of Securities to be filed pursuant to Section 16(a) of the Securities Exchange Act of 1934.

This authorization shall continue in effect until revoked in writing.

1/7/2020 Date /s/ Geurt G. Schoonman Signature