FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 OMB Number: Estimated average burden hours per response:

Check this box if no longer subje Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| 1. Name and Address of Reporting Person* <u>HESS JOHN B</u>                                   |       |  |                                  |        |   | 2. Issuer Name and Ticker or Trading Symbol HESS CORP [ HES ] |   |  |                   |  |                  |                   |   | (Chec   | Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner |  |   |   |  |  |
|---|-------|--|----------------------------------|--------|---|---|---|--|-------------------|--|------------------|-------------------|---|---|---|--|---|---|--|--|
|   | (Fi   | ON   | (Middle)                         |        |   | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2019   |   |  |                   |  |                  |                   |   | _ x   | Officer (give title below)  Chief Executive Officer   |  |   |   |  |  |
| 1185 AVI  (Street)  NEW YC  (City)  | PRK N |  | 10036<br>(Zip)                   |        | 4.  | 4. If Amendment, Date of Original Filed (Month/Day/Year)      |   |  |                   |  |                  |                   | Line)   | ndividual or Joint/Group Filing (Check Applicable  )  X Form filed by One Reporting Person  Form filed by More than One Reporting  Person |   |  |   |   |  |  |
|   |       | Ta   | able I - No                      | n-Der  | rivati  | ve Se   | ecur                                    | ities Ac   | auired            | Dis  | posed (          | of. or B          | ene   | ficially  | Owned   |  |   |   |  |  |
| 1. Title of Security (Instr. 3)   |       | 2. Tran  | nsaction 2<br>h/Day/Year) i      |        | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   | 3. 4. Se<br>Transaction<br>Code (Instr. |  | 4. Securi         | rities Acquired (A) or<br>ed Of (D) (Instr. 3, 4 and 5)                                    |                  | A) or             | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following |   | Form:   | Direct I<br>Indirect E<br>tr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |  |
|   |       |  |                                  |        |   |   | Code                                    | v  | Amount            | (A) or (D)   |                  | Price             |   | eported<br>ransaction(s)<br>nstr. 3 and 4)  |   |  |   |   |  |  |
| Common Stock, \$1.00 par value 01/3   |       |  | 31/20                            | /2019  |   | C <sup>(1)</sup>  |   | 218,22   | 20(2)             | A  | \$0.00           | 2,006,261         |   |   | D   |  |   |   |  |  |
| Common Stock, \$1.00 par value 02/04/   |       |  | 04/20                            | ./2019 |   | S <sup>(3)</sup>  |   | 218,2  | 20 ]              | D  | \$55.44          | 1,788,041         |   | 041 D   |   |  |   |   |  |  |
|   |       |  | Table II -                       |        |   |   |   |  |                   |  | osed of          |                   |   |   | wned  |  |   |   |  |  |
| Derivative Conversion Date Security or Exercise (Month/Day/Year)                              |       | 3A. Deemed<br>Execution D<br>if any<br>(Month/Day/ | Date, Transaction<br>Code (Instr |        |   | Derivative  |   | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                   | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                  | lerlying<br>urity | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)           | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s                               | re<br>es<br>ally<br>g   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4)                             |   |  |  |
|   |       |  |                                  | [,     | Code  | v   | (A)                                     | (D)  | Date<br>Exercisal |  | xpiration<br>ate | Title             | Nu  | ount or<br>mber of<br>ares  |   | (Instr. 4)   | ion(s)  |   |  |  |
| Depositary<br>Shares -<br>8%<br>Mandatory<br>Convertible<br>Preferred<br>Stock <sup>(1)</sup> | (2)   | 01/31/2019   |                                  |        | С   |   |   | 200,000  | 02/10/202         | 16   | (2)              | Common<br>Stock   | 21  | 8,220 <sup>(2)</sup>  | \$0.00  | 0  |   | D |  |  |

## **Explanation of Responses:**

- 1. Each depositary share represents 1/20 of a share of the Corporation's 8% Series A Mandatory Convertible Preferred Stock.
- 2. On January 31, 2019, all 200,000 depositary shares automatically converted into shares of the Corporation's common stock, at a conversion rate of 1.0911 common shares per depositary share.
- 3. Shares sold pursuant to a selling plan dated December 31, 2018 that is intended to comply with Rule 10b5-1(c).

## Remarks:

Barry Schachter for John B.

02/04/2019

**Hess** 

\*\* Signature of Reporting Person

Date

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 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).

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.