FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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OMB APPROVAL										
OMB Number: 3235-028										
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and HESS JC		eporting Person*			2. Is HI	ssuer 1	Name CO	and Tick	er or Trac	ding \$	Symbol		(Che	elationship o ck all applica	able)	g Perso			
(Last) (First) (Middle) HESS CORPORATION 1185 AVENUE OF THE AMERICAS						3. Date of Earliest Transaction (Month/Day/Year) 02/02/2021									X Officer (give title Other (specify below)  Chief Executive Officer				
(Street)  NEW YOL  (City)		. 1	0036 Zip)		- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deri	vativ	e Sec	curit	ies Ac	quired,	, Dis	sposed o	f, or Be	neficially	Owned					
1. Title of Security (Instr. 3)			Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		d (A) or r. 3, 4 and 5)	5. Amoun Securities Beneficia Owned Fo	s lly ollowing	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock, \$1.00 par value 02/02/					2/2021	2021		М		150,880	) <sup>(1)</sup> A	\$0.00	1,495,004		D				
Common Stock, \$1.00 par value 02/04/				1/2021	2021		<b>S</b> <sup>(2)</sup>		150,880	) <sup>(3)</sup> D	\$57.37	1,344,124		D					
Common Stock, \$1.00 par value 02/04/					1/2021	/2021		S <sup>(2)</sup>		150,88	0 D	\$57.43	3 1,193,244		D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Executi Security or Exercise (Month/Day/Year) if any			3A. Deem Executior if any (Month/Da	n Date, Transaction Code (Inst					6. Date Exercisable and Expiration Date (Month/Day/Year)		te	7. Title an of Securit Underlyin Derivative (Instr. 3 a	g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported Transact (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares						
2018 Performance Share Unit	\$0.00	02/02/2021			M			75,440	(4)		(4)	Common Stock, \$1.00 par value	150,880	\$0.00	\$0.00 0		D		

## **Explanation of Responses:**

- 1. Represents shares of Hess Corporation common stock earned upon vesting of Performance Share Units granted on March 6, 2018, based on the relative performance of total shareholder return of Hess common stock compared with that of its peers over the three-year performance period ending December 31, 2020.
- 2. The sale of shares set forth herein are made in connection with a selling plan dated December 18, 2020 that is intended to comply with Rule 10b5-1(c).
- 3. Includes 75,168 shares sold solely to satisfy tax withholding on vesting of shares of Hess Corporation common stock earned from Performance Share Units.
- 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.

## Remarks:

Barry Schachter for John B. **Hess** \*\* Signature of Reporting Person

Date

02/04/2021

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.

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