| SEC Form 4 |  |
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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

| OMB APPRC               | VAL       |
|-------------------------|-----------|
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| 1. Nume and Address of Reporting reison                                    |               | n*             | 2. Issuer Name and Ticker or Trading Symbol<br>HESS CORP [ HES ] |                        | tionship of Reporting<br>all applicable)<br>Director                        | 10% Owner |                                     |
|--|---------------|----------------|--|------------------------|---|-----------|-------------------------------------|
| (Last) (First) (Middle)<br>HESS CORPORATION<br>1185 AVENUE OF THE AMERICAS |               | <b>、</b> ,     | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/26/2007   | X                      | Officer (give title<br>below)<br>Chairman of the                            | Board     | Other (specify<br>below)<br>and CEO |
| (Street)<br>NEW YORK<br>(City)   | NY<br>(State) | 10036<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)         | 6. Indiv<br>Line)<br>X | idual or Joint/Group I<br>Form filed by One<br>Form filed by More<br>Person | Report    | ting Person                         |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |  | 4. Securities<br>Disposed Of<br>5) | Acquired<br>(D) (Instr | (A) or<br>. 3, 4 and | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|---|--|------------------------------------|------------------------|----------------------|---|---|---|
|                                 |  |   | Code V                                  |  | Amount                             | (A) or<br>(D)          | Price                | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S <sup>(1)</sup>                        |  | 100                                | D                      | \$55.71              | 1,989,699   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 200                                | D                      | \$55.73              | 1,989,499   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.76              | 1,989,399   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 300                                | D                      | \$55.66              | 1,989,099   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.63              | 1,988,999   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 200                                | D                      | \$55.87              | 1,988,799   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.06              | 1,988,699   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.11              | 1,988,599   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.19              | 1,988,499   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.24              | 1,988,399   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.46              | 1,988,299   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.42              | 1,988,199   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.99              | 1,988,099   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | <b>\$56.18</b>       | 1,987,999   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.1               | 1,987,899   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.34              | 1,987,799   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.09              | 1,987,699   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 300                                | D                      | <b>\$56.01</b>       | 1,987,399   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 200                                | D                      | \$55.8               | 1,987,199   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.88              | 1,987,099   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | <b>\$</b> 56.12      | 1,986,999   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.93              | 1,986,899   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | <b>\$56.17</b>       | 1,986,799   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.15              | 1,986,699   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 200                                | D                      | \$55.94              | 1,986,499   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 200                                | D                      | \$ <u>56</u>         | 1,986,299   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$56.08              | 1,986,199   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | S                                       |  | 100                                | D                      | \$55.81              | 1,986,099   | D   |   |
| Common Stock, \$1.00 par value  | 02/26/2007                                 |   | s                                       |  | 100                                | D                      | \$55.89              | 1,985,999   | D   |   |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |   |                              |  |         |  |   |                                 |                                     |                               |          |  |                                |  |  |   |  |
|--|---|---|------------------------------|--|---------|--|---|---------------------------------|-------------------------------------|-------------------------------|----------|--|--------------------------------|--|--|---|--|
| 1. Title of Security (Instr. 3)  |   |   | 2. Trans<br>Date<br>(Month/I |  | r) if a |  |   | 3.<br>Transac<br>Code (li<br>8) |                                     | 4. Securiti<br>Disposed<br>5) |          |  |                                | Secur<br>Benef                                     | icially<br>d Following   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|  |   |   |                              |  |         |  |   | Code                            | v                                   | Amount                        | (A<br>(D | () or<br>))  | Price                          | Trans  | action(s)<br>3 and 4)  |   | (1130.4)   |
| Common Stock, \$1  | non Stock, \$1.00 par value 02/26/2007 S S 100 D \$55.92 1,985,899 <sup>(2)</sup> D |   |                              |  |         |  |   |                                 |                                     |                               |          |  |                                |  |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)<br>2.<br>Conversio<br>or Exercis<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date  | Able II - D<br>(e<br>3A. Deeme<br>Execution<br>if any<br>(Month/Day | e.g., pi<br>ed<br>Date,      |  | alls,   |  | ants, o<br>imber<br>rative<br>rities<br>tired<br>r<br>osed<br>)<br>3, 4 |                                 | s, cc<br>ercisa<br>n Date<br>ay/Yea | able and                      |          | curil<br>e and<br>int of<br>rities<br>rlying<br>ative<br>rity (In:<br>)<br>Amo | ties)<br>8.<br>De<br>Se<br>(In | Dwned<br>Price of<br>rivative<br>curity<br>str. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(<br>(Instr. 4) | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |

#### Explanation of Responses:

1. The sales of shares set forth herein are made in connection with a selling plan dated August 1, 2006, as amended February 5, 2007, that is intended to comply with Rule 10b5-1(c).

2. This amount includes 715,000 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 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. **Remarks:** 

<u>George C. Barry for John</u> <u>B.Hess</u>

02/27/2007

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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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