FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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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).

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

1. Name and Address of Reporting Person [*] HESS JOHN B			suer Name and Tick SS CORP [H		ling S	Symbol	(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middl HESS CORPORATION	÷)		ate of Earliest Trans 04/2010	action (M	onth/	Day/Year)			Director Officer (give title below) Chairman of the	Other	<i>'</i>		
1185 AVENUE OF THE AMERICAS			4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) NEW YORK NY 10036								X	Form filed by One Form filed by Mor Person				
(City) (State) (Zip)													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day			Execution Date, Transaction			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
				Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock, \$1.00 par value	01/04/2	010		J ⁽¹⁾		8,710	D	\$0.00	131,906 ⁽²⁾	Ι	See Note 2		
Common Stock, \$1.00 par value	01/04/2	010		J ⁽¹⁾		8,710	A	\$0.00	893,885(3)	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts,	calls, warrant	s, options,	convertible	securities)
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1. Title of Derivative Security (Instr. 3)	Conversion	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (In 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		of	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
			Code	v	(A)	,) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

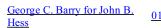
Explanation of Responses:

1. Distributed from a previously reported trust referred to in Note 2. This transaction represents a change only in the nature of beneficial ownership.

2. Held by a previously reported trust established for the benefit of the reporting person and his children. The reporting person is the trustee of the trust.

3. This amount includes 284,150 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.

Remarks:



01/05/2010

** 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.