SEC Form 4

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 APPROVAL
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1. Name and Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [AHC]		ationship of Reporting Pe k all applicable) Director	rson(s) to Issuer 10% Owner
(Last) (First) (Middle) 1185 AVENUE OF THE AMERICAS		(<i>'</i> ,	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2006	X	Officer (give title below) Senior Vice F	Other (specify below) President
(Street) NEW YORK (City)	NY (State)	10036 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Filir Form filed by One Re Form filed by More th Person	porting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock,\$1.00 par value	12/13/2006		M ⁽¹⁾		24,000	A	\$24.14	161,301	D	
Common Stock, \$1.00 par value	12/13/2006		S		500	D	\$51.27	160,801	D	
Common Stock,\$1.00 par value	12/13/2006		S		200	D	\$51.26	160,601	D	
Common Stock,\$1.00 par value	12/13/2006		S		400	D	\$51.28	160,201	D	
Common Stock,\$1.00 par value	12/13/2006		S		900	D	\$51.25	159,301	D	
Common Stock,\$1.00 par value	12/13/2006		S		1,200	D	\$51.23	158,101	D	
Common Stock,\$1.00 par value	12/13/2006		S		1,300	D	\$51.22	156,801	D	
Common Stock,\$1.00 par value	12/13/2006		S		600	D	\$51.24	156,201	D	
Common Stock, \$1.00 par value	12/13/2006		S		800	D	\$51.21	155,401	D	
Common Stock,\$1.00 par value	12/13/2006		S		800	D	\$51.2	154,601	D	
Common Stock, \$1.00 par value	12/13/2006		S		3,600	D	\$51.19	151,001	D	
Common Stock,\$1.00 par value	12/13/2006		S		600	D	\$51.18	150,401	D	
Common Stock, \$1.00 par value	12/13/2006		S		1,600	D	\$51.17	148,801	D	
Common Stock,\$1.00 par value	12/13/2006		S		600	D	\$51.16	148,201	D	
Common Stock,\$1.00 par value	12/13/2006		S		700	D	\$51.15	147,501	D	
Common Stock,\$1.00 par value	12/13/2006		S		1,200	D	\$51.1	146,301	D	
Common Stock,\$1.00 par value	12/13/2006		S		800	D	\$51.11	145,501	D	
Common Stock,\$1.00 par value	12/13/2006		S		1,100	D	\$51.13	144,401	D	
Common Stock,\$1.00 par value	12/13/2006		S		7,100	D	\$51.09	137,301 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	8) Secur Acqui (A) or Dispo of (D)		vative urities uired or	Expiration Date (Month/Day/Year) irred osed) (Instr.			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to purchase Common Stock	\$24.14	12/13/2006		M ⁽¹⁾			24,000	06/02/2006	06/02/2014	Common Stock,\$1.00 par value	24,000	\$0	0	D	

Explanation of Responses:

1. Common Stock acquired upon exercise of options granted under the Issuer's Second Amended and Restated 1995 Long-Term Incentive Plan.

2. This amount includes 105,000 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 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.

George C. Barry for Lawrence 12/14/2006 H. Ornstein

** 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.