| 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 |
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| 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 | | | | | | | | | |
|-------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burde | en | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Person [*] HESS JOHN B | | | 2. Issuer Name and Ticker or Trading Symbol HESS CORP [HES] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|-----------|----------|--|------------------|--|----------|-----------------------|--|--|--|
| | | | | | Director | Х | 10% Owner | | | |
| (Last) (First) (Mi | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | - x | Officer (give title below) | | Other (specify below) | | | |
| HESS CORPORATION | | | 03/26/2007 | | Chairman of the Board and CEO | | | | | |
| 1185 AVENUE | OF THE AM | ERICAS | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Grou |) Filing | (Check Applicable | | | |
| NEW YORK | NY | 10036 | | X | Form filed by On | e Repor | ting Person | | | |
| | | | | | Form filed by Mo Person | re than | One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | | | |

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) | | 4. Securities Disposed Of 5) | Acquired (D) (Instr | l (A) or . 3, 4 and | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------------------------------|---|------------------------------------|------------------------|------------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, \$1.00 par value | 03/26/2007 | | S ⁽¹⁾ | | 100 | D | \$56.56 | 11,723,079 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 100 | D | \$55.92 | 11,722,979 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$55.34 | 11,722,879 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$55.4 | 11,722,779 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 400 | D | \$55.3 | 11,722,379 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 400 | D | \$55.43 | 11,721,979 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 300 | D | \$55.7 | 11,721,679 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$55.97 | 11,721,579 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 200 | D | \$56.1 | 11,721,379 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 300 | D | \$56.53 | 11,721,079 | I | Charitable Lead Annuity Trust ⁽²⁾ |

| 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. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) | | (| | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 300 | D | \$55.47 | 11,720,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 400 | D | \$55.46 | 11,720,379 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 300 | D | \$55.38 | 11,720,079 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 100 | D | \$55.57 | 11,719,979 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 200 | D | \$55.7 | 11,719,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 100 | D | \$55.97 | 11,719,679 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 400 | D | \$55.89 | 11,719,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 200 | D | \$55.28 | 11,719,079 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$56.13 | 11,718,979 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$55.48 | 11,718,879 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 100 | D | \$55.38 | 11,718,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 400 | D | \$56.43 | 11,718,379 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 200 | D | \$55.72 | 11,718,179 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 300 | D | \$56.04 | 11,717,879 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 300 | D | \$55.99 | 11,717,579 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |

| 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) | Transaction | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 400 | D | \$56.52 | 11,717,179 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 500 | D | \$56.46 | 11,716,679 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 300 | D | \$56.38 | 11,716,379 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | S | | 100 | D | \$56.57 | 11,716,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 03/26/2007 | | s | | 200 | D | \$55.67 | 11,716,079 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |

(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) | 4. Transa Code (8) | | of Deriv Secu Acqu (A) or Dispo of (D) (Instr | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration Date Amount of | | | 8. Price of Derivative Security (Instr. 5) | 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 | | | | |

Explanation of Responses:

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

2. Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees of the trust.

Remarks:

George C. Barry for John B. Hess

03/27/2007 Date

** Signature of Reporting Person

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.

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.