

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Amerada Hess Corporation
(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)

023551104
(Cusip Number)

J. Taylor Crandall
201 Main Street, Suite 3100
Fort Worth, Texas 76102
(817) 390-8500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 11, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**The total number of shares of Stock reported herein is 3,945,600 shares, which constitutes approximately 4.3% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 91,390,005 shares of Stock outstanding.

1. Name of Reporting Person:

Alpine Capital, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: WC

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 2,496,900 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 2,496,900 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,496,900

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.7%

14. Type of Reporting Person: PN

- - - - -

(1) Power is exercised through its two general partners, Robert W. Bruce III and Algenpar, Inc.

1. Name of Reporting Person:

Robert W. Bruce III

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: 12,000 (1)

Number of
Shares

8. Shared Voting Power: 2,581,400 (2)

Beneficially
Owned By

Each

9. Sole Dispositive Power: 12,000 (1)

Reporting

Person

With

10. Shared Dispositive Power: 2,581,400 (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,593,400 (1)(2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.8%

14. Type of Reporting Person: IN

-
- (1) Solely in his capacity as trustee of The Robert Bruce Management Company, Inc. Defined Benefit Pension Trust, with respect to 12,000 shares of Stock.
 - (2) Solely in his capacity as one of two general partners of Alpine Capital, L.P., with respect to 2,496,900 shares of Stock, and in his capacity as a principal of The Robert Bruce Management Co., Inc., which has shared investment discretion over shares of Stock owned by The Anne T. and Robert M. Bass Foundation, with respect to 84,500 shares of Stock.

1. Name of Reporting Person:

Algenpar, Inc.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: -0-

Number of
Shares

8. Shared Voting Power: 2,496,900 (1)(2)

Beneficially
Owned By

Each

Reporting
Person

9. Sole Dispositive Power: -0-

With

10. Shared Dispositive Power: 2,496,900 (1)(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,496,900 (2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.7%

14. Type of Reporting Person: CO

- - - - -

(1) Power is exercised through its President, J. Taylor Crandall.

(2) Solely in its capacity as one of two general partners of Alpine Capital, L.P.

1. Name of Reporting Person:

J. Taylor Crandall

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares

8. Shared Voting Power: 2,581,400 (1)

Beneficially
Owned By

Each
Reporting
Person
With

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 2,581,400 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,581,400 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.8%

14. Type of Reporting Person: IN

- - - - -
(1) Solely in his capacity as President and sole stockholder of Algenpar, Inc., which is one of two general partners of Alpine Capital, L.P., with respect to 2,496,900 shares of Stock, and in his capacity as a director of The Anne T. and Robert M. Bass Foundation, with respect to 84,500 shares of Stock.

1. Name of Reporting Person:

Keystone, Inc.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: WC

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 955,500 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 955,500 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

955,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.0%

14. Type of Reporting Person: CO

- - - - -

(1) Power is exercised through its President and sole director, Robert M. Bass.

1. Name of Reporting Person:

The Anne T. and Robert M. Bass Foundation

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: WC

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 84,500 (1)

Number of
Shares

Beneficially 8. Shared Voting Power: -0-

Owned By

Each 9. Sole Dispositive Power: 84,500 (1)

Reporting

Person

With 10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

84,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): <0.1%

14. Type of Reporting Person: CO

- - - - -

(1) Power is exercised through its three directors, Anne T. Bass, Robert M. Bass and J. Taylor Crandall and through Robert W. Bruce III in his capacity as a principal of The Robert Bruce Management Co., Inc., which has shared investment discretion over shares of Stock owned by The Anne T. and Robert M. Bass Foundation.

1. Name of Reporting Person:

Anne T. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares

8. Shared Voting Power: 84,500 (1)

Beneficially
Owned By
Each
Reporting
Person
With

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 84,500 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

84,500 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): <0.1%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in her capacity as a director of The Anne T. and Robert M. Bass Foundation.

1. Name of Reporting Person:

Robert M. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: PF

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: 1,352,200 (1)

Number of
Shares

Beneficially 8. Shared Voting Power: 84,500 (2)

Owned By

Each

Reporting 9. Sole Dispositive Power: 1,352,200 (1)

Person

With

10. Shared Dispositive Power: 84,500 (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,436,700 (1)(2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.6%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as the President and sole director of Keystone, Inc., with respect to 955,500 shares of Stock.

(2) Solely in his capacity as a director of The Anne T. and Robert M. Bass Foundation, with respect to 84,500 shares of Stock.

1. Name of Reporting Person:

The Robert Bruce Management Company, Inc. Defined Benefit Pension Trust

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Contributions from Bruce Management

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Pursuant to ERISA

7. Sole Voting Power: 12,000 (1)

Number of
Shares

8. Shared Voting Power: -0-

Beneficially
Owned By

9. Sole Dispositive Power: 12,000 (1)

Each
Reporting

10. Shared Dispositive Power: -0-

Person

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

12,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): <0.1%

14. Type of Reporting Person: 00 - Trust

- - - - -

(1) Power is exercised through its trustee Robert W. Bruce III.

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated October 17, 1997, as amended by Amendment No. 1 dated January 22, 1998, as amended by Amendment No. 2 dated June 4, 1998 (the "Schedule 13D"), relating to the common stock, par value \$1.00 per share (the "Stock"), of Amerada Hess Corporation (the "Issuer"). Unless otherwise indicated, all defined terms used herein shall have the same meanings respectively ascribed to them in the Schedule 13D.

Item 1. SECURITY AND ISSUER.

No material change.

Item 2. IDENTITY AND BACKGROUND.

No material change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety to read as follows:

The source and amount of the funds used by the Reporting Persons to purchase shares of Stock are as follows:

REPORTING PERSON	SOURCE OF FUNDS	AMOUNT OF FUNDS
Alpine	Working Capital(1)	\$393,655,762.19 (2)
Bruce	Not Applicable	Not Applicable
Algenpar	Not Applicable	Not Applicable
Crandall	Not Applicable	Not Applicable
Keystone	Working Capital(1)	\$ 49,813,950.00
Foundation	Working Capital(1)	\$ 5,620,667.50 (3)
A. Bass	Not Applicable	Not Applicable
R. Bass	Personal Funds (4)	\$ 19,988,504.20
RBMC Trust	Contributions from Bruce Management	\$ 691,706.75

(1) As used herein, the term "Working Capital" includes income from the business operations of the entity plus sums borrowed from banks and brokerage firm margin accounts to operate such business in general. None of the funds reported herein as "Working Capital" were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

(2) This figure represents the total amount expended by Alpine for all purchases of the Stock without subtracting sales; therefore, such figure does not represent Alpine's net investment in the Stock. Alpine's net investment in the Stock is \$143,911,491.15.

(3) This figure represents the total amount expended by the Foundation for all purchases of the Stock without subtracting sales; therefore, such figure does not represent the Foundation's net investment in the Stock. The Foundation's net investment in the Stock is \$4,482,375.50.

(4) As used herein, the term "Personal Funds" may include sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

Item 4. PURPOSE OF TRANSACTION.

No material change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a) - (c) of Item 5 are hereby amended in their entireties to read as follows:

(a)

ALPINE

The aggregate number of share of Stock that Alpine owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 2,496,900, which constitutes approximately 2.7% of the outstanding shares of Stock.

BRUCE

Because of his positions as (i) one of two general partners of Alpine, (ii) principal of Bruce Management (which has shared investment discretion over the Stock owned by the Foundation), and (iii) trustee of RBMC Trust, Bruce may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of an aggregate of 2,593,400 shares of Stock, which constitutes approximately 2.8% of the outstanding shares of Stock.

ALGENPAR

Because of its position as one of two general partners of Alpine, Algenpar may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,496,900 shares of Stock, which constitutes approximately 2.7% of the outstanding shares of Stock.

CRANDALL

Because of his positions as President and sole stockholder of Algenpar, one of two general partners of Alpine, and a director of Foundation, Crandall may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of an aggregate of 2,581,400 shares of Stock, which constitutes approximately 2.8% of the outstanding shares of Stock.

KEYSTONE

The aggregate number of shares of Stock that Keystone owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 955,500, which constitutes approximately 1.0% of the outstanding shares of Stock.

FOUNDATION

The aggregate number of shares of Stock that Foundation owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 84,500, which constitutes less than 0.1% of the outstanding shares of Stock.

A. BASS

Because of her position as a director of Foundation, A. Bass may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 84,500 shares of Stock, which constitutes less than 0.1% of the outstanding shares of Stock.

R. BASS

Because of his positions as President and sole director of Keystone and director of Foundation and because of his individual ownership of 396,700 shares of Stock, R. Bass may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of an aggregate of 1,436,700 shares of Stock, which constitutes approximately 1.6% of the outstanding shares of Stock.

RBMC TRUST

The aggregate number of shares of Stock that RBMC Trust owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 12,000, which constitutes less than 0.1% of the outstanding shares of Stock.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 herein is the beneficial owner of any Stock.

(b)

ALPINE

Acting through its two general partners, Alpine has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,496,900 shares of Stock.

BRUCE

As one of two general partners of Alpine, Bruce has shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,496,900 shares of Stock. As principal of Bruce Management (which exercises shared investment discretion over the Stock owned by the Foundation), Bruce has shared power to vote or to direct the vote and to dispose or to direct the disposition of 84,500 shares of Stock. As trustee of RBMC Trust, Bruce has sole power to vote or to direct the vote and to dispose or to direct the disposition of 12,000

shares of Stock.

ALGENPAR

As one of two general partners of Alpine, Algenpar has shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,496,900 shares of Stock.

CRANDALL

As the President and sole stockholder of Algenpar, which is one of two general partners of Alpine, Crandall has shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,496,900 shares of Stock. As one of three directors of Foundation, Crandall has shared power to vote or to direct the vote and to dispose or to direct the disposition of 84,500 shares of Stock.

KEYSTONE

Acting through its president and sole director, Keystone has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 955,500 shares of Stock.

FOUNDATION

Acting through its three directors and Bruce (as principal of Bruce Management which exercises shared investment discretion over the Stock owned by the Foundation), Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 84,500 shares of Stock.

A. BASS

As one of three directors of Foundation, A. Bass has shared power to vote or to direct the vote and to dispose or to direct the disposition of 84,500 shares of Stock.

R. BASS

R. Bass has sole power to vote or to direct the vote and to dispose or to direct the disposition of 396,700 shares of Stock. As president and sole director of Keystone, R. Bass has sole power to vote or to direct the vote and to dispose or to direct the disposition of 955,500 shares of Stock. As one of three directors of Foundation, R. Bass has shared power to vote or to direct the vote and to dispose or to direct the disposition of 84,500 shares of Stock.

RBMC TRUST

Acting through its trustee, RBMC Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 12,000 shares of Stock.

(c) Since the last Schedule 13D filing, the Reporting Persons have sold shares of Stock in open market transactions on the New York Stock Exchange, as follows:

REPORTING PERSON	DATE	NO. OF SHARES SOLD	PRICE PER SHARE
Alpine	06/11/98	700,000	\$ 50.95
Foundation	06/16/98	5,000	50.97

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Stock during the past 60 days.

(d) No material change.

(e) On June 11, 1998, the Reporting Persons ceased to beneficially own more than 5% of the outstanding shares of Common Stock.

No material change.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(k)(1)(iii).

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: June 25, 1998

ALPINE CAPITAL, L.P.

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Manager

/s/ Robert W. Bruce III
ROBERT W. BRUCE III

ALGENPAR, INC.

By: /s/ J. Taylor Crandall
J. Taylor Crandall,
President

/s/ J. Taylor Crandall
J. TAYLOR CRANDALL

KEYSTONE, INC.

By: /s/ W. R. Cotham
w. R. Cotham,
Vice President

/s/ Kevin G. Levy
Kevin G. Levy,

Attorney-in-Fact for:

THE ANNE T. AND ROBERT M.
BASS FOUNDATION (1)
ANNE T. BASS (2)
ROBERT M. BASS (3)

THE ROBERT BRUCE MANAGEMENT COMPANY, INC.
DEFINED BENEFIT PENSION TRUST

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Trustee

- (1) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of The Anne T. and Robert M. Bass Foundation previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of Anne T. Bass previously has been filed with the Securities and Exchange Commission.
- (3) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of Robert M. Bass previously has been filed with the Securities and Exchange Commission.

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

99.1 Agreement pursuant to Rule 13d-1(k)(1)(iii), filed herewith

Exhibit 99.1

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

ALPINE CAPITAL, L.P.

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Manager

/s/ Robert W. Bruce III
ROBERT W. BRUCE III

ALGENPAR, INC.

By: /s/ J. Taylor Crandall
J. Taylor Crandall,
President

/s/ J. Taylor Crandall
J. TAYLOR CRANDALL

KEYSTONE, INC.

By: /s/ W. R. Cotham
W. R. Cotham,
Vice President

/s/ Kevin G. Levy
Kevin G. Levy,
Attorney-in-Fact for:

THE ANNE T. AND ROBERT M.
BASS FOUNDATION (1)
ANNE T. BASS (2)
ROBERT M. BASS (3)

THE ROBERT BRUCE MANAGEMENT COMPANY, INC.
DEFINED BENEFIT PENSION TRUST

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Trustee

- (1) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of The Anne T. and Robert M. Bass Foundation previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of Anne T. Bass previously has been filed with the Securities and Exchange Commission.
- (3) A Power of Attorney authorizing Kevin G. Levy, et al., to act on behalf of Robert M. Bass previously has been filed with the Securities and Exchange Commission.