FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* <u>HESS JOHN B</u>					2. Issuer Name and Ticker or Trading Symbol HESS CORP [HES]											olicable)	rting Person(s) to I		
(Last) (First) (Middle) HESS CORPORATION 1185 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 09/09/2019										X	belov	w) below)			(specify
		10036 (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)										,				
1. Title of Security (Instr. 3) 2. Transact Date					ion 2A. Deemed Execution Date, if any			3. 4. Secu Transaction Code (Instr.			ities Acquired (A) o				5. Amount of Securities Beneficially		Form: D (D) or In	irect direct	7. Nature of Indirect Beneficial Ownership
					`		,,	Code	v	Amount	((A) or (D)	Price	•	Repor Transa	ted action(s)	()(,	(Instr. 4)
Stock, \$1.0	0 par value		09/09/	2019				S ⁽¹⁾		2,600	T	D	\$6	5 ⁽²⁾	1,3	385,167	Г		
Common Stock, \$1.00 par value				09/09/2019				S ⁽³⁾		5,400		D	\$65.01 ⁽²⁾		9,465,630 ⁽⁴⁾		I		See Note 4
Common Stock, \$1.00 par value				09/10/2019				S ⁽¹⁾		11,900		D	\$65 ⁽²⁾		1,373,267		D		
Common Stock, \$1.00 par value				09/10/2019				S ⁽³⁾		24,395		D	\$65.01		9,441,235(4)		I		See Note 4
Common Stock, \$1.00 par value				09/11/2019				S ⁽¹⁾		14,344		D S		\$65.01 ⁽⁶⁾		1,358,923			
Common Stock, \$1.00 par value 09				09/11/2019				S ⁽³⁾		41,156		D	\$65.01 ⁽⁶⁾		9,400,079(4)		I		See Note 4
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any			on Date, Transa Code (Day/Year)		(Instr.	on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expirati (Month/	on Da Day/Y	te ear)	Amou or Numb of		f nstr. 3 nount umber	Deriv Secu (Inst	ative rity	derivative Securities Beneficially Owned Following Reported	Owr Forr Dire or Ir (I) (I	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	PRPORATION OF THE PROPERTY OF	PRPORATION ENUE OF THE AMERICA PRK NY (State) Tab Stock, \$1.00 par value Tab Tab Stock, \$1.00 par value Stock, \$1.00 par value Tab Stock, \$1.00 par value Stock, \$1.00 par value Tab Tab Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value Tab Tab Tab Tab Tab Tab Tab Ta	PRPORATION ENUE OF THE AMERICAS ORK NY 10036 (State) (Zip) Table I - No ecurity (Instr. 3) Stock, \$1.00 par value Table II - 2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative Table II - 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	PRPORATION ENUE OF THE AMERICAS Table I - Non-Derive (Month/Da) Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value O9/09/ Stock, \$1.00 par value O9/10/ Stock, \$1.00 par value O9/11/ Stock, \$1.00 par value O9/11/ Table II - Derivat (e.g., puth of Exercise Price of Date (Month/Day/Year) ONE OF The AMERICAS A Deemed Execution Date, if any (Month/Day/Year)	ORPORATION ENUE OF THE AMERICAS Table I - Non-Derivative ecurity (Instr. 3) Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/11/2019 Table II - Derivative S (e.g., puts, concept of Derivative Security 3. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, concept of Derivative Security A. If the provided in the provided state of	DRPORATION ENUE OF THE AMERICAS Table I - Non-Derivative Security (Instr. 3) Table I - Non-Derivative Security (Instr. 3) Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value O9/09/2019 Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/11/2019 Table II - Derivative Security (e.g., puts, calls and concerning or Exercise Price of Date (Month/Day/Year) of Execution Date, if any (Month/Day/Year) of Exe	DRPORATION ENUE OF THE AMERICAS Table I - Non-Derivative Securities ecurity (Instr. 3) Table I - Non-Derivative Securities ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock, \$1.00 par value 09/09/2019 Stock, \$1.00 par value 09/09/2019 Stock, \$1.00 par value 09/10/2019 Stock, \$1.00 par value 09/10/2019 Stock, \$1.00 par value 09/11/2019 Table II - Derivative Securities (e.g., puts, calls, warr 2. Table II - Derivative Securities (e.g., puts, calls, warr 2. Conversion or Exercise Price of Derivative Securities (month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr 2. Conversion of Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr 2. Conversion of Derivative Securities (e.g., puts, calls, warr (A) of Operivative Securities (A) of Operivative Securities (A) of Operivative Security (A) of Operivative Securit	DRFORATION ENUE OF THE AMERICAS Table I - Non-Derivative Securities Accurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value Stock, \$1.00 par value O9/09/2019 Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/10/2019 Stock, \$1.00 par value O9/11/2019 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and calls, warrants, and calls, if any (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and calls, warrants, and calls, if any (Month/Day/Year) O9/11/2019 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and calls, warrants, and calls, if any (Month/Day/Year) O9/11/2019 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and calls, warrants, and calls, if any (Month/Day/Year) O9/11/2019 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and calls, and	Ostock, \$1.00 par value Ostock, \$1.00 pa	Op/09/2019 Op/	Oslove	Oscillation Oscillation	Ostock, \$1.00 par value Ostock, \$1.00 pa	Op/09/2019 Op/	Conversion Con	Content Cont	Chief Execution Chief Exec	Circle C	Circle (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Chief Executive Officer

Explanation of Responses:

- 1. The sale of shares set forth herein are made in connection with a selling plan dated August 19, 2019 that is intended to comply with Rule 10b5-1(c).
- 2. The reported sales transactions were executed at prices ranging from \$65.00 to \$65.03. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were affected.
- 3. The sale of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated August 19, 2019 that is intended to comply with Rule 10b5-1(c).
- 4. 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.
- 5. The reported sales transactions were executed at prices ranging from \$65.00 to \$65.05. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were affected.
- 6. The reported sales transactions were executed at prices ranging from \$65.00 to \$65.08. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were affected.

Remarks:

Barry Schachter for John B. **Hess**

09/11/2019

** Signature of Reporting Person

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.

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