

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
TENDER OFFER STATEMENT  
UNDER SECTION 14(D) (1) OR 13(E) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 2  
(FINAL AMENDMENT)

LASMO PLC  
(NAME OF SUBJECT COMPANY)

AMERADA HESS CORPORATION  
(NAMES OF FILING PERSONS)

ORDINARY SHARES OF 25P EACH  
AMERICAN DEPOSITARY SHARES  
(TITLE OF CLASS OF SECURITIES)

G53831106: ORDINARY SHARES  
501730204: AMERICAN DEPOSITARY SHARES

(CUSIP NUMBER OF CLASS OF SECURITIES)

J. BARCLAY COLLINS II, ESQ.  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
AMERADA HESS CORPORATION  
1185 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10036  
(212) 997-8500

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED  
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPIES TO:  
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 (Final Amendment) (the "Final Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on December 13, 2000, as amended by Amendment No. 1 to the Schedule TO filed on December 21, 2000 (together, the "Schedule TO"), relating to the offer by Amerada Hess Corporation ("Amerada Hess"), a Delaware corporation, to purchase (i) all issued and to be issued ordinary shares of 25 pence each (the "LASMO Shares") of LASMO plc ("LASMO") on the basis of (pound)98.29 in cash and 1 new share of Amerada Hess for every 78.7 LASMO Shares and (ii) all American Depositary Shares of LASMO, each representing three LASMO Shares ("ADSs"), on the basis of (pound)294.87 in cash and 3 new shares of Amerada Hess for every 78.7 ADSs, upon the terms and subject to the conditions set forth in the Offer Document, dated December 13, 2000 (the "Offer Document"), and in the related Letter of Transmittal and Form of Acceptance (which, as they may be amended and supplemented from time to time, together constitute the "Offer").

This Final Amendment also amends the Statement on Schedule 13D filed by

Amerada Hess on November 6, 2000, as amended by the Schedule TO, with respect to the beneficial ownership of certain of the LASMO Shares (including LASMO Shares represented by ADSs) (the "Schedule 13D"). The Schedule 13D is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

The Offer expired at 10:00 a.m., New York City time, on January 12, 2001, without the conditions to the Offer being satisfied. Pursuant to the Director Undertakings and the Irrevocable Undertakings (as such terms are defined in the Schedule 13D), Amerada Hess had the shared power to vote 270,718,581 LASMO Shares representing approximately 20.1% of the LASMO Shares (including LASMO Shares represented by ADSs) outstanding. As a result of such shared voting power, Amerada Hess may have been deemed to be the beneficial owner of such LASMO Shares (including LASMO Shares represented by ADSs). In accordance with the terms of the Director Undertakings and the Irrevocable Undertakings, Amerada Hess' shared voting power terminated at the time of the expiration of the Offer. Thus, as a result of the expiration of the Offer, Amerada Hess may no longer be deemed to have beneficial ownership of any of the currently outstanding LASMO Shares (including LASMO Shares represented by ADSs) pursuant to the Director Undertakings or the Irrevocable Undertakings.

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and supplemented by the immediately preceding paragraph.

ITEM 11. ADDITIONAL INFORMATION.

On January 12, 2001, Amerada Hess issued a press release announcing the withdrawal of the Offer. A copy of the press release is filed herewith as Exhibit (a)(12) and the information set forth in the press release is incorporated herein by reference. Amerada Hess has instructed the UK Receiving Agent and the US Depositary (as such terms are defined in the Offer Document) to promptly return all LASMO Shares and ADSs heretofore tendered and not withdrawn.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented by adding the following:

Exhibit (a)(12) Press Release by Amerada Hess dated January 12, 2001.

SIGNATURE

After due 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: January 12, 2001

AMERADA HESS CORPORATION

By:/s/ J. Barclay Collins II

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Name: J. Barclay Collins II  
Title: Executive Vice President and  
General Counsel

HESS

GOLDMAN  
SACHS

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PRESS RELEASE

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Not for release, publication or distribution in or  
into Canada, Australia or Japan

FOR IMMEDIATE RELEASE

12 January 2001

CASH AND SHARE OFFER  
BY

AMERADA HESS CORPORATION ("AMERADA HESS")  
AND BY

GOLDMAN SACHS INTERNATIONAL  
ON ITS BEHALF  
(OUTSIDE THE UNITED STATES)

FOR

LASMO PLC ("LASMO")

#### LEVEL OF ACCEPTANCES AND LAPSE OF OFFER

Amerada Hess announces that, by 3.00 pm. (London time), 10.00 a.m. (New York City time) on 12 January 2001, valid acceptances of its cash and share offer for LASMO, announced on 6 November 2000 ("the Offer"), have been received in respect of a total of 3,830,093 LASMO shares, representing approximately 0.28% per cent. of the issued ordinary share capital of LASMO. Amerada Hess held no LASMO shares before the offer period and has not acquired or agreed to acquire any LASMO shares during the offer period.

In light of the announcement on 21 December 2000 by ENI of a recommended cash offer for LASMO, Amerada Hess announces that it has withdrawn the Offer.

#### ENQUIRIES

For further information contact:

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##### GOLDMAN SACHS INTERNATIONAL

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The Offer, including the Loan Note Alternative, will not be made, directly or indirectly, in or into Canada, Australia or Japan. The availability of the Offer to persons who are not resident in the United Kingdom or the United States may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom or the United States should inform themselves about and observe any applicable requirements.

The Loan Note Alternative will not be made into the United States or available to LASMO shareholders in the United States.

Goldman Sachs International, which is regulated in the United Kingdom by The Securities and Futures Authority Limited, is acting for Amerada Hess and no one else in connection with the Offer and will not be responsible to anyone other than Amerada Hess for providing the protections afforded to customers of Goldman Sachs International nor for giving advice in relation to the Offer.