

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Triton Energy Limited
(Name of Issuer)

Ordinary Shares, Par Value
\$0.01 Per Share
(Title of Class of Securities)

G90751101
(CUSIP Numbers)

J. Barclay Collins II, Esq.
Executive Vice President and
General Counsel
Amerada Hess Corporation
1185 Avenue of the Americas
New York, NY 10036
(212) 997-8500

with copies to:
Timothy B. Goodell, Esq.
Gregory Pryor, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
(212) 819-8200

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

July 9, 2001
(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 .

CUSIP No. G90751101 (Ordinary Shares) Page 2 of 10 pages
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Amerada Hess Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

BK; 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
None

8 SHARED VOTING POWER
21,968,313 (1)

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
21,968,313 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
21,968,313 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.1% (2)

14 TYPE OF REPORTING PERSON

CO

(1) Based on (i) 1,733,573 ordinary shares and (ii) 5,058,685 8% convertible preference shares convertible into 4 ordinary shares each.

(2) Based on (i) 37,500,375 ordinary shares and (ii) 5,058,685 8% convertible preference shares convertible into 4 ordinary shares each, all issued and outstanding as of July 5, 2001.

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1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 Amerada Hess (Cayman) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 21,968,313 (1)(3)
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 21,968,313 (1)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 21,968,313 (1)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 38.1% (2)(3)

14 TYPE OF REPORTING PERSON

 CO

(1) Based on (i) 1,733,573 ordinary shares and (ii) 5,058,685 8% convertible preference shares convertible into 4 ordinary shares each.

(2) Based on (i) 37,500,375 ordinary shares and (ii) 5,058,685 8% convertible preference shares convertible into 4 ordinary shares each, all issued and outstanding as of July 5, 2001.

(3) Amerada Hess (Cayman) Limited may be deemed to be the beneficial owner of the ordinary shares beneficially owned by Amerada Hess Corporation, its parent corporation, reported herein. Such shares of Amerada Hess (Cayman) Limited are included above.

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This statement on Schedule 13D (this "Schedule 13D") relates to the Acquisition Agreement, dated as of July 9, 2001, as amended (the "Acquisition Agreement") by and among Amerada Hess Corporation, a Delaware corporation ("Amerada Hess"), Amerada Hess (Cayman) Limited, a company limited by shares organized under the laws of the Cayman Islands ("Purchaser") and Triton Energy Limited, a company limited by shares organized under the laws of the Cayman Islands (the "Company"). Pursuant to the Acquisition Agreement the Purchaser is making an offer (the "Offer") to purchase all of the existing unconditionally allotted or issued and fully paid ordinary shares, par value \$0.01 per share, of the Company, and any further ordinary shares which are unconditionally allotted or issued and fully paid before the date and time on which the Offer expires, including the associated Series A junior participating preferred share purchase rights (the "Ordinary Shares").

This Schedule 13D also relates to the Principal Shareholders Agreement, dated as of July 9, 2001, among the Purchaser, Amerada Hess, the Company, HM4 Triton, L.P. and certain other shareholders of the Company (the "Principal Shareholders") who beneficially own, in the aggregate, 1,733,573 Ordinary Shares and 5,058,685 8% convertible preference shares, par value \$0.01 per share, of the Company (the "Preferred Shares"). Each Preferred Share is convertible into four Ordinary Shares. The Ordinary Shares and the Preferred Shares beneficially owned by the Principal Shareholders represent approximately 38.1% of the allotted and issued Ordinary Shares assuming conversion of such Preferred Shares (34.2% on a fully diluted basis). The Principal Shareholders have agreed to tender pursuant to the Offer their Ordinary Shares and to conditionally convert their Preferred Shares and conditionally tender pursuant to the Offer the Ordinary Shares into which the Preferred Shares are convertible. The Acquisition Agreement requires the Purchaser to accept for payment and pay for all Ordinary Shares owned by the Principal Shareholders and all Ordinary Shares issuable upon conversion of the Preferred Shares owned by the Principal Shareholders if the Purchaser accepts for payment any Ordinary Shares pursuant to the Offer. If the Ordinary Shares beneficially owned by the Principal Shareholders (including Ordinary Shares issuable upon the conditional conversion and tender of the Preferred Shares) are not purchased pursuant to the Offer (excluding for this purpose any Subsequent Offering Period (as defined in the Offer to Purchase, which appears as Exhibit 1 to this Schedule 13D and is incorporated herein by reference (the "Offer to Purchase"))), the Purchaser will purchase the Ordinary Shares and the Preferred Shares beneficially owned by the Principal Shareholders following the expiration of the initial offering period (including any extension thereof). The purchase price for the Ordinary Shares would be \$45.00 per share in cash and the purchase price for the Preferred Shares would be \$180.00 per share, plus any accumulated and unpaid dividends thereon, in cash.

Item 1. Security and Issuer

This Schedule 13D relates to the Ordinary Shares. The principal executive offices of the Company are located at Caledonian House, Jennett Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands.

Item 2. Identity and Background

This Schedule 13D is being filed by Amerada Hess and the Purchaser. The information set forth in the section of the Offer to Purchase entitled Section 8. --"Certain Information Concerning the Purchaser and Amerada Hess" and in Schedule I to the Offer to Purchase is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in the section of the Offer to Purchase entitled Section 9. --"Source and Amount of Funds" is incorporated herein by reference.

Item 4. Purpose of the Transaction

The information set forth in the sections of the Offer to Purchase entitled "Introduction," Section 7. --"Certain Information Concerning the Company," Section 8. --"Certain Information Concerning the Purchaser and Amerada Hess," Section 10. --"Background of the Offer," Section 11. --"Purpose of the Offer; Plans for the Company; Certain Agreements," Section 12.--"Dividends and Distributions" and Section 13.--"Effect of the Offer on the Market for the Shares; Exchange Act Registration" is incorporated herein by reference. This Schedule 13D relates to the transactions contemplated by (i) the Acquisition Agreement and (ii) the Principal Shareholders Agreement.

Except as set forth in this Item 4, neither the Purchaser nor Amerada Hess has any plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) As a result of the Principal Shareholders Agreement, the Purchaser and Amerada Hess may be deemed to be the beneficial owners of 21,968,313 Ordinary Shares, consisting of 1,733,573 Ordinary Shares and 5,058,685 Preferred Shares each convertible into 4 Ordinary Shares, which represents in the aggregate approximately 38.1% of the allotted and issued Ordinary Shares assuming conversion of such Preferred Shares (34.2% on a fully diluted basis). The information set forth in Schedule I of the Offer to Purchase is incorporated herein by reference.

(b) The number of Ordinary Shares of the Company that may be deemed to be beneficially owned by each of the Purchaser and Amerada Hess with respect to which there is (i) sole voting power is none, (ii) shared voting power is 21,968,313, (iii) sole dispositive power is none, and (iv) shared dispositive power is 21,968,313. The information set forth in Schedule I to the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the section of the Offer to Purchase entitled Section 8. --"Certain Information Concerning the Purchaser and Amerada Hess" is incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth in the sections of the Offer to Purchase entitled "Introduction," Section 10. --"Background of the Offer," Section 11. - --"Purpose of the Offer; Plans for the Company; Certain Agreements" and Section 8. --"Certain Information Concerning the Purchaser and Amerada Hess" is incorporated herein by reference. A copy of the Joint Filing Agreement is filed as Exhibit 7 to this Schedule 13D.

Item 7. Material to Be Filed as Exhibits

Exhibit No.	Exhibit Name
1.	Offer to Purchase, dated July 17, 2001. (1)
2.	Third Amended and Restated Credit Agreement, dated as of January 23, 2001, among Amerada Hess, the Lenders Party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent. (2)
3.	Third Amended and Restated Credit Agreement, dated as of January 23, 2001, among Amerada Hess, the Lenders Party thereto and Goldman Sachs Credit Partners L.P. as joint book runner, joint lead arranger and sole syndication agent, Chase Securities, Inc. as joint book runner and joint lead arranger and The Chase Manhattan Bank, N.A., as administrative agent. (3)
4.	Acquisition Agreement, dated as of July 9, 2001, by and among the Purchaser, Amerada Hess and the Company. (4)
5.	Amendment No. 1 to Acquisition Agreement, dated as of July 17, 2001, by and among the Purchaser, Amerada Hess and the Company. (5)
6.	Principal Shareholders Agreement dated as of July 9, 2001, by and among the Purchaser, Amerada Hess, the Company, HM4 Triton, L.P. and the Principal Shareholders. (6)
7.	Joint Filing Agreement, dated as of July 19, 2001, between the Purchaser and Amerada Hess.

- =====
- (1) Incorporated by reference to Exhibit (a)(1) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.
 - (2) Incorporated by reference to Exhibit (b)(1) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.
 - (3) Incorporated by reference to Exhibit (b)(2) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.
 - (4) Incorporated by reference to Exhibit (d)(1) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.
 - (5) Incorporated by reference to Exhibit (d)(4) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.
 - (6) Incorporated by reference to Exhibit (d)(2) to the Tender Offer Statement on Schedule T0 filed by Amerada Hess and the Purchaser on July 17, 2001.

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SIGNATURES

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: July 19, 2001

AMERADA HESS CORPORATION

By: /s/ J. Barclay Collins II

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

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: July 19, 2001

AMERADA HESS (CAYMAN) LIMITED

By: /s/ J. Barclay Collins II

Name: J. Barclay Collins II
Title: Director

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EXHIBIT INDEX

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(1)	Incorporated by reference to Exhibit (a)(1) to the Tender Offer Statement on Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
(2)	Incorporated by reference to Exhibit (b)(1) to the Tender Offer Statement on Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
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(5)	Incorporated by reference to Exhibit d(4) to the Tender Offer Statement on Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.
(6)	Incorporated by reference to Exhibit (d)(2) to the Tender Offer Statement on Schedule TO filed by Amerada Hess and the Purchaser on July 17, 2001.

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Exhibit 7

JOINT FILING AGREEMENT

This confirms the agreement by and between the undersigned that the Statement on Schedule 13D (the "Statement") filed on or about this date with respect to the beneficial ownership by the undersigned of the Ordinary Shares, par value \$0.01, of Triton Energy Limited, a company limited by Shares organized under the laws of the Cayman Islands, is being filed on behalf of each of the undersigned.

Each of the undersigned hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities and Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such Statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; and that such person is not responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in one or more counterparts by each of the undersigned, each of which, taken together, shall constitute one and the same instrument.

Date: July 19, 2001

AMERADA HESS CORPORATION

By: /s/ J. Barclay Collins II

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

AMERADA HESS (CAYMAN) LIMITED

By: /s/ J. Barclay Collins II

Name: J. Barclay Collins II
Title: Director