

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Amendment No. 2)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)

AMERADA HESS CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

023551 10 4

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1 (b)
- X Rule 13d-1 (c)
- Rule 13d-1 (d)

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas F. Brady

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5. SOLE VOTING POWER 10,200 shares
NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 10,200 shares

8. SHARED DISPOSITIVE POWER 8,408,824 shares
See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,419,024 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.49%

12. TYPE OF REPORTING PERSON*

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |
(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5. SOLE VOTING POWER 11,388,360 shares
See Note 1, Note 2 and Note 4.
NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER 2,145,627 shares
See Note 3.

7. SOLE DISPOSITIVE POWER 2,885,638 shares
See Note 2 and Note 4.

8. SHARED DISPOSITIVE POWER 10,554,451 shares
See Note 1 and Note 3.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,540,089 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
15.15%

12.

TYPE OF REPORTING PERSON*

IN

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas H. Kean

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER 2,600 shares

NUMBER OF SHARES
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 2,600 shares

8. SHARED DISPOSITIVE POWER 8,408,824 shares

See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,411,424 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.48%

12. TYPE OF REPORTING PERSON*

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Burton T. Lefkowitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_
(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5. SOLE VOTING POWER none
NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER 2,145,627 shares

7. SOLE DISPOSITIVE POWER none

8. SHARED DISPOSITIVE POWER 10,554,451 shares
See Note 1 and Note 3

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,554,451 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.89%

12.

TYPE OF REPORTING PERSON*

IN

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Y. Schreyer

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	317,862 shares See Note 5 and Note 6.
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6. SHARED VOTING POWER	2,175,962 shares See Notes 3 and 7.
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7. SOLE DISPOSITIVE POWER	274,567 shares See Note 5 and Note 6.
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8. SHARED DISPOSITIVE POWER	10,584,786 shares See Note 1, Note 3 and Note 7.
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,904,353 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.25%

12.

TYPE OF REPORTING PERSON*

IN

- Note 1. This amount includes 3,197,206 shares held by the estate of Leon Hess and 140,218 shares held by four corporations of which the estate of Leon Hess owns the voting preferred stock having at least 80% of the total voting power of all classes of stock. John B. Hess, as executor of the estate, has sole voting power over this stock and shares dispositive power with the other filing persons, who are the other executors. This amount also includes 5,071,400 shares held by a charitable lead annuity trust established under the will of Leon Hess. Mr. John B. Hess has sole voting power over the stock held by this trust and shares dispositive power over such stock with the other filing persons, who are the other trustees of this trust.
- Note 2. This amount includes 1,280,094 shares held by a family corporation, the preferred stock of which is held by a trust for the benefit of Mr. Hess' mother of which Mr. Hess is trustee and 33 1/3% of the common stock of which is owned by a trust for the benefit of Mr. Hess and his children of which Mr. Hess is trustee. The preferred stock of such corporation has 99% of the total voting power of all classes of stock of such corporation. Mr. Hess has sole voting and dispositive power over the shares of Issuer held by this family corporation. This figure also includes 578,410 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power; an aggregate of 360,596 shares held by three trusts for the benefit of Mr. Hess and his children, of which Mr. Hess is trustee and has sole voting and dispositive power; 100,000 shares of restricted stock held in escrow under the Issuer's incentive compensation plans over which Mr. Hess has voting but not dispositive power; and 654,000 shares underlying options to purchase Common Stock of the Issuer, as to which he has sole voting and dispositive power only upon exercise of such options.
- Note 3. This amount includes 2,145,627 shares held by the Hess Foundation, Inc. of which Messrs. Hess, Lefkowitz and Schreyer are directors and share voting and dispositive power.
- Note 4. Represents 12,538 shares vested in the name of John B. Hess under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Hess has sole dispositive power which report to all those shares and sole voting power with respect to 6,436 of such shares.
- Note 5. This amount includes 23,000 shares owned directly by Mr. Schreyer; 45,000 shares of restricted stock held in escrow for Mr. Schreyer under the Issuer's incentive compensation plans over which Mr. Schreyer has voting but not dispositive power; and, 248,000 shares underlying options to purchase Common Stock of Issuer, as to which he has sole voting and dispositive power only upon exercise of such options.
- Note 6. This amount includes 3,567 shares vested in the name of John Y. Schreyer under Amerada Hess Corporation's Employees' Savings and Stock Bonus Plan. Mr. Schreyer has sole dispositive power which report to all those shares and sole voting power with respect to 1,862 of such shares.
- Note 7. This amount includes 30,335 shares held by four trusts as to which Mr. Schreyer has shared voting and dispositive power.

- Item 1(a). Name of Issuer:
Amerada Hess Corporation
- Item 1(b). Address of Issuer's Principal Executive Offices:
1185 Avenue of the Americas
New York, NY 10036
- Item 2(a). Name of Person Filing:
See respective cover pages.
- Item 2(b). Address of Principal Business Office or, if None, Residence:
- Nicholas F. Brady
Darby Advisors
16 North Washington Street
Easton, MD 21601
- John B. Hess
Amerada Hess Corporation
1185 Avenue of the Americas
New York, NY 10036
- Thomas H. Kean
Drew University
President's House
36 Madison Avenue, Mead Hall
Madison, NJ 07940-4005
- Burton T. Lefkowitz
229 Delhi Road
Scarsdale, New York 10583
- John Y. Schreyer
Amerada Hess Corporation
1185 Avenue of the Americas
New York, NY 10036

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

023551 10 4

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

- (a) A broker or dealer registered under Section 15 of the Exchange Act.
- (b) A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) An investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) A group, in accordance with Rule 13d-1(b)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See respective cover pages.

(b) Percent of class:

See respective cover pages.

(c) Number of shares as to which such person has:

See respective cover pages.

(i) Sole power to vote or to direct the vote

See respective cover pages.

(ii) Shared power to vote or to direct the vote

See respective cover pages.

(iii) Sole power to dispose or to direct the disposition of

See respective cover pages.

(iv) Shared power to dispose or to direct the disposition of

See respective cover pages.

Item 5. Ownership of Five Percent or Less of a Class.
Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares. Such shares held by the estate of Leon Hess or by trusts established under the will of Leon Hess represent more than five percent of the outstanding class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
Not applicable

Item 8. Identification and Classification of Members of the Group.
Not applicable

Item 9. Notice of Dissolution of Group.
Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 7, 2001

(Date)

Nicholas F. Brady

Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 7, 2001

(Date)

John B. Hess

John B. Hess

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 7, 2001

(Date)

Thomas H. Kean

Thomas H. Kean

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 7, 2001

(Date)

Burton T. Lefkowitz

Burton T. Lefkowitz

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 7, 2001

(Date)

John Y. Schreyer

John Y. Schreyer