FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANGE | S IN BENEFICIAL | OWNERSHIP |
|-----------|-----------|-----------------|-----------|
| | | | |

| | OMB APPRO | OVAL |
|---|------------------------|-----------|
| | OMB Number: | 3235-0287 |
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| 1 | hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* OCONNOR JOHN J | | | | | 2. Issuer Name and Ticker or Trading Symbol HESS CORP [HES] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|---|--|--------|------------|-----------------------------------|---|--|-----------------------------------|--|------------------|--|---|----------|-------------------------------|---|---|--|--|---|--|------------|--|
| | | | | | TIBOO COM [TIBO] | | | | | | | | X Direc | | ctor 10% O | | wner | | | | |
| (Last) | (Fi | rst) (| Middle) | | 3. D | Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | | X Officer (give title below) | | | Other below) | (specify | |
| HESS CO | ORPORATI | ON | | | 03/ | 03/26/2008 | | | | | | | | | | Ex | xecutive V | ice Pre | sident | | |
| 1185 AVENUE OF THE AMERICAS | | | | | | | | | | | | | | | | | | | | | |
| | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6 | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | | | | | | and the state of original river (months bay) real) | | | | | | | | | Line) | | | | | | |
| NEW YO | ORK N | Y 1 | 0036 | | | | | | | | | | | | | | filed by One | • | • | | |
| | | | | | . | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| (City) | (St | ate) (| Zip) | | | | | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | Execution Date, | | Transaction Disposed Code (Instr. | | | ties Acquired (A) o l Of (D) (Instr. 3, 4 | | | and 5) Secur Benef Owne | | ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | | Code | v | Amount | () (I | A) or D) | Price | . ⊤r | eporte ansac ıstr. 3 | ed ction(s) and 4) | | | (Instr. 4) | |
| Common Stock, \$1.00 par value 03/26/2 | | | | | /2008 | 2008 | | S | | 400 | D \$ | | \$90 | 0.85 419,181 | | 9,181 | D | | | | |
| Common Stock, \$1.00 par value 03/26/2 | | | | | /2008 | 2008 | | | | | 131,10 | 01 D \$ | | \$9 | 90.8 28 | | 288,080(1) | | | | |
| | | Ta | hle II - I | Derivat | ive S | ecu | ırities | Δcau | ired C | isno | osed of, | or B | enefi | ciall | v Own | ed | | | | | |
| | | 10 | | | | | | | | | onvertib | | | | y Own | cu | | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution if any (Month/Day/Year) | | | Date, | 4. Transaction Code (Instr. | | n of | | 6. Date Exercisable a Expiration Date (Month/Day/Year) | | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | str. 3 | 8. Price Derivat Securit (Instr. 5 | ive c y S) E F | 9. Number o derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Own Forn Direc or In (I) (Ir | ership 1: ct (D) direct nstr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | or Nui of | ount mber ares | | | | | | | |

Explanation of Responses:

1. This amount includes 242,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plan at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.

Remarks:

George C. Barry for John B. **Hess** ** Signature of Reporting Person

03/28/2008

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.