

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 * BRADY NICHOLAS F (Last) (First) (Middle) FRANKLIN RESOURCES INC 901 MARINERS ISLAND BLVD 6TH FLOOR (Street) SAN MATEO CA 94405 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AMERADA HESS CORP [AHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		20,000		11/25/2003	12/01/2006	Common Stock	(2)	\$50	20,000	D	
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		2,000		11/25/2003	12/01/2006	Common Stock	(3)	\$50	2,000	I	See Note(4)
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		2,000		11/25/2003	12/01/2006	Common Stock	(3)	\$50	2,000	I	See Note(5)
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		2,000		11/25/2003	12/01/2006	Common Stock	(3)	\$50	2,000	I	See Note(6)
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		2,000		11/25/2003	12/01/2006	Common Stock	(3)	\$50	2,000	I	See Note(7)
7.00% Mandatory Convertible Preferred Stock	(1)	11/25/2003		P		2,000		11/25/2003	12/01/2006	Common Stock	(3)	\$50	2,000	I	See Note(8)

Explanation of Responses:

- If the reporting person exercises his option to convert the preferred stock into common stock prior to the maturity date, he will receive 0.8305 shares of common stock for each share of preferred stock converted. If the preferred stock is converted at maturity, it will automatically convert into between 0.8305 and 1.0299 shares of common stock per share of preferred stock, depending on the applicable market value of the common stock.
- 20,000 shares of convertible preferred stock convert into a minimum of 16,610 shares of common stock and a maximum of 20,598 shares of common stock.
- 2,000 shares of convertible preferred stock convert into a minimum of 1,661 shares of common stock and a maximum of 2,060 shares of common stock.
- Held by a trust for the benefit of the reporting person, who is a trustee of the trust.
- Held by a trust for the benefit of the reporting person, who is a trustee of the trust.
- Held by a trust for the benefit of the reporting person's wife. The reporting person is a trustee of the trust.
- Held by a trust for the benefit of the reporting person's wife. The reporting person is a trustee of the trust.
- Held by a trust for the benefit of the reporting person's daughter. The reporting person's wife is a trustee of this trust.

George C. Barry for Nicholas F. 11/26/2003

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.