SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
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)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Lowery-Yilmaz Barbara J						2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [HES]									k all applic Directo	able) r	g Pers	son(s) to Iss 10% O	wner	
(Last) 1185 AVE	(Firs NUE OF T	st) (N HE AMERICAS	/iddle)			3. Date of Earliest Transaction (Month/Day/Year) 03/06/2022									below)	(give title enior Vic	Other (sp below) ce President		specify	
(Street) NEW YOI (City)	RK NY (Sta		0036 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi ₋ine) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - No	n-Deriv	ative	Sec	urities	s Aco	quired,	Dis	posed o	f, or Be	nefici	ally	Owned					
Da				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 3)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			, ind 5)	5. Amour Securitie Beneficia Owned F Reported	s For Ily (D) ollowing (I) (n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D) Pr		e	Transaction(s) (Instr. 3 and 4)				(1150.4)	
Common Stock, \$1.00 par value 03				03/06	/2022			A		3,657	A	\$0	.00	97,965		D				
Common Stock, \$1.00 par value 03/0				03/07	7/2022				S ⁽¹⁾		2,341	1 D \$		3.39	95,624 ⁽²⁾		D			
		Та									osed of, convertil				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	Date, Transacti Code (Ins		on of		6. Date E Expiratio (Month/D	n Dat	e	7. Title au of Securi Underlyi Derivativ (Instr. 3 a	ties ng e Securi	Derivative Security			e s Illy g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amou or Numb of Share	er						
2022 Performance	*0.00	02/00/2022					0.007		(4)		(4)	Common Stock,	10.2	74	#0.00	0.007	,	D		

Explanation of Responses:

1. Shares sold solely to satisfy tax withholding on vesting of shares of restricted stock.

03/06/2022

03/06/2022

03/06/2022

03/06/2022

2. This amount includes 9,159 shares held in escrow pursuant to the Corporation's Long Term Incentive Plans. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plans at which time the shares plus accrued dividends will be delivered to the reporting person if the reporting person is still an employee of the Corporation.

3. Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2024, as more particularly described in the applicable award agreement. 4. Not applicable.

(4)

03/06/2023

03/06/2024

03/06/2025

9.687

3,121

3.122

3,122

A

A

A

A

(4)

03/06/2032

03/06/2032

03/06/2032

Remarks:

Share

Unit⁽³⁾

Option to

purchase

Common Stock Option to

purchase Common

Option to

purchase Common

Stock

Stock

\$0.00

\$101.17

\$101.17

\$101.17

Barry Schachter for Barbara Lowery-Yilmaz

03/08/2022

** Signature of Reporting Person Date

19.374

3,121

3,122

3,122

\$1.00 pa

value

Commor Stock,

\$1.00 par value

Common

Stock.

\$1.00 par

value

Common

Stock, \$1.00 par

valu

\$0.00

\$0.00

\$0.00

\$0.00

9.687

3,121

3.122

3,122

D

D

D

D

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.