SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**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

| OMB APPROVAL | |
|---|---|
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| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **HESS JOHN B** | **HESS CORP** [ HES ] | X Director — X 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X Officer (give title below) — Other (specify below) |
| HESS CORPORATION | 04/04/2008 | Chairman of the Board and CEO |
| 1185 AVENUE OF THE AMERICAS | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| NEW YORK NY 10036 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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 | | | |
| Common Stock, $1.00 par value | 04/04/2008 | | S[(1)] | | 300 | D | $95.85 | 1,290,569 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $95.02 | 1,290,369 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $95.83 | 1,290,169 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.83 | 1,290,069 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.02 | 1,289,969 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.22 | 1,289,869 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $96.22 | 1,289,669 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.34 | 1,289,569 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.28 | 1,289,469 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.28 | 1,289,369 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.2 | 1,289,269 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.35 | 1,289,169 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 400 | D | $96.35 | 1,288,769 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.57 | 1,288,669 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $96.57 | 1,288,469 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.59 | 1,288,369 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.59 | 1,288,269 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 300 | D | $95.73 | 1,287,969 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $96.73 | 1,287,769 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $94.73 | 1,287,669 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 300 | D | $95.74 | 1,287,369 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.74 | 1,287,269 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $95.7 | 1,287,169 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 300 | D | $95.78 | 1,286,869 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.78 | 1,286,769 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.7 | 1,286,669 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $94.78 | 1,286,569 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $95.71 | 1,286,369 | D | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 200 | D | $95.79 | 1,286,169 | D | |

| 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 | | | |
| Common Stock, $1.00 par value | 04/04/2008 | | S | | 100 | D | $96.79 | 1,286,069[2] | D | |

| 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 | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. The sales of shares set forth herein are made in connection with a selling plan dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).

2. This amount includes 305,000 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 the 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          04/07/2008

** Signature of Reporting Person          Date

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.

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