SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person <sup>*</sup> Hill Gregory P.			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HESS CORP</u> [ HES ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) HESS CORPORATION			3. Date of Earliest Transaction (Month/Day/Year) 02/04/2009	x	Officer (give title below) Executive Vice Pr	Other (specify below)			
1185 AVENUE OF THE AMERICAS (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing ( Form filed by One Report				
NEW YORK (City)	NY (State)	10036 (Zip)			Form filed by More than ( Person	One Reporting			

#### 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)	Transaction Code (Instr.					Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock, \$1.00 par value	02/04/2009		Α		48,500	Α	\$0.00	<b>48,500</b> <sup>(1)</sup>	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. Transa Code ( 8)		of		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				
Option to purchase Common Stock	\$56.43	02/04/2009		A		48,500		02/04/2010	02/04/2019	Common Stock, \$1.00 par value	48,500	\$0.00	48,500	D	
Option to purchase Common Stock	\$56.43	02/04/2009		A		48,500		02/04/2011	02/04/2019	Common Stock, \$1.00 par value	48,500	\$0.00	48,500	D	
Option to purchase Common Stock	\$56.43	02/04/2009		A		48,500		02/04/2012	02/04/2019	Common Stock, \$1.00 par value	48,500	\$0.00	48,500	D	

Explanation of Responses:

1. These shares are held in escrow pursuant to the Corporation's 2008 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 Gregory P. 02/06/2009

Hill

\*\* 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.

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.