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

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1. Name and Address of Reporting Person [*] BIGLIN ROBERT M.			2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [HES]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	10% Owner Other (specify below)		
(Last) (First) (Middle) HESS CORPORATION 1185 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 03/06/2013	X	below) Treasurer			
(Street) NEW YORK NY 10036 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	 3. Transaction Code (Instr. 8)		4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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)		(mour 4)
Common Stock, \$1.00 par value	03/06/2013	Α		2,434	Α	\$0.00	18,892(1)	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				
2013 Performance Share Unit ⁽²⁾	\$0.00	03/06/2013		A		2,434		(3)	(3)	Common Stock, \$1.00 par value	4,868	\$0.00	2,434	D	

Explanation of Responses:

1. Reflects award of restricted stock. This amount includes 11,842 shares held in escrow pursuant to the Corporation's 2008 Long-Term Incentive Plan and 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.

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 sharholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2015, as more particularly described in the applicable award agreement.
 Not applicable

Remarks:

George C. Barry for Robert M.

Biglin

03/08/2013

** 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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