

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Goodell Timothy B.</u>			2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP [ HES ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP, Gen. Counsel &amp; Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2022</u>			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 _____		
HESS CORPORATION 1185 AVENUE OF THE AMERICAS			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10036</u>								
(City) (State) (Zip)								

**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	02/01/2022		M <sup>(1)</sup>		29,434	A	\$0.00	169,590	D	
Common Stock, \$1.00 par value	02/03/2022		S <sup>(2)</sup>		29,434	D	\$91.27	140,156	D	
Common Stock, \$1.00 par value	02/03/2022		M <sup>(3)</sup>		17,385	A	\$80.35	157,541	D	
Common Stock, \$1.00 par value	02/03/2022		S		17,385	D	\$91.58	140,156	D	
Common Stock, \$1.00 par value	02/03/2022		M <sup>(3)</sup>		19,048	A	\$74.49	159,204	D	
Common Stock, \$1.00 par value	02/03/2022		S		19,048	D	\$91.58	140,156 <sup>(4)</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. 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
2019 Performance Share Unit	\$0.00	02/01/2022		M			16,819	(5)	(5)	Common Stock, \$1.00 par value	29,434	\$0.00	0	D	
Option to purchase Common Stock	\$80.35	02/03/2022		M			5,795	03/04/2015	03/04/2024	Common Stock, \$1.00 par value	5,795	\$0.00	0	D	
Option to purchase Common Stock	\$80.35	02/03/2022		M			5,795	03/04/2016	03/04/2024	Common Stock, \$1.00 par value	5,795	\$0.00	0	D	
Option to purchase Common Stock	\$80.35	02/03/2022		M			5,795	03/04/2017	03/04/2024	Common Stock, \$1.00 par value	5,795	\$0.00	0	D	
Option to purchase Common Stock	\$74.49	02/03/2022		M			6,349	03/03/2016	03/03/2025	Common Stock, \$1.00 par value	6,349	\$0.00	0	D	
Option to purchase Common Stock	\$74.49	02/03/2022		M			6,349	03/03/2017	03/03/2025	Common Stock, \$1.00 par value	6,349	\$0.00	0	D	
Option to purchase Common Stock	\$74.49	02/03/2022		M			6,350	03/03/2018	03/03/2025	Common Stock, \$1.00 par value	6,350	\$0.00	0	D	

**Explanation of Responses:**

- Represents shares of Hess Corporation common stock earned upon vesting of Performance Share Units granted on March 6, 2019, based on the relative performance of total shareholder return of Hess common stock compared with that of its peers over the three-year performance period ending December 31, 2021.
- Shares sold solely to satisfy tax withholding on vesting of shares of Hess Corporation common stock earned from Performance Share Units
- Common Stock acquired upon exercise of options granted under the Corporation's Long-Term Incentive Plans.
- This amount includes 13,713 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 he is still an employee of the Corporation.

5. 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, 2021, as more particularly described in the applicable award agreement.

**Remarks:**

Barry Schachter for Timothy B. Goodell 02/03/2022

\*\* 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.**