FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL |
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|--------------|

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

5. Relationship of Reporting Person(s) to Issuer

## 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

2. Issuer Name **and** Ticker or Trading Symbol

| 1. Name and Address of Reporting Person* <u>HESS JOHN B</u> |         |                                | suer Name <b>and</b> Tick<br>SS CORP [ H                    |   | ading        | Symbol |  | Office (city stills Other (consist) |   |   |   |  |
|---|---------|--------------------------------|---|---|--------------|--------|--|-------------------------------------|---|---|---|--|
| (Last) (First) HESS CORPORATION 1185 AVENUE OF THE AMERI    |         | te of Earliest Trans<br>3/2007 | action (I   | Month                                   | /Day/Year)   | X      | Officer (give title below)  Chairman of the Board and CEO  |                                     |   |   |   |  |
| (Street) NEW YORK NY  | 4. If A | Amendment, Date o              | f Origina   | al File                                 | d (Month/Day | Line)  | 6. Individual or Joint/Group Filing (Check Applicable Line)     X    Form filed by One Reporting Person     Form filed by More than One Reporting Person |                                     |   |   |   |  |
| (City) (State)  | (Zip)   |                                |   |   |              |        |  |                                     |   |   |   |  |
| 1. Title of Security (Instr. 3)                             | 2. Tra  | erivative s                    | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |              | 5)     |  | (A) or                              | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |         |                                |   | Code                                    | v            | Amount | (A) or<br>(D)  | Price                               | Transaction(s)<br>(Instr. 3 and 4)  |   |   |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S <sup>(1)</sup>                        |              | 200    | D  | \$52.15                             | 12,012,979  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 200    | D  | \$52.17                             | 12,012,779  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 200    | D  | \$52.25                             | 12,012,579  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 200    | D  | \$51.25                             | 12,012,379  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 300    | D  | \$52.23                             | 12,012,079  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 100    | D  | \$51.23                             | 12,011,979  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 500    | D  | \$52.2                              | 12,011,479  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 400    | D  | \$52.28                             | 12,011,079  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 900    | D  | \$52.22                             | 12,010,179  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                              | 03/     | 13/2007                        |   | S                                       |              | 800    | D  | \$52.29                             | 12,009,379  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
|   |         |                                |   |   |              |        |  |                                     |   |   |   |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |   |   |   |               |         |   |   |   |  |
|--|--|---|---|---|---|---------------|---------|---|---|---|--|
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|  |  |   | Code                                    | v | Amount  | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (   |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 300   | D             | \$52.21 | 12,009,079  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 100   | D             | \$51.29 | 12,008,979  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 400   | D             | \$52.34 | 12,008,579  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 100   | D             | \$51.34 | 12,008,479  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 100   | D             | \$52.16 | 12,008,379  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 100   | D             | \$51.97 | 12,008,279  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 100   | D             | \$52.12 | 12,008,179  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 100   | D             | \$52.04 | 12,008,079  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 600   | D             | \$52.85 | 12,007,479  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 300   | D             | \$52.24 | 12,007,179  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 200   | D             | \$51.24 | 12,006,979  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 500   | D             | \$52.35 | 12,006,479  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 200   | D             | \$52.18 | 12,006,279  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | s                                       |   | 100   | D             | \$52.1  | 12,006,179  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |
| Common Stock, \$1.00 par value   | 03/13/2007                                 |   | S                                       |   | 200   | D             | \$51.91 | 12,005,979  | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |  |

| 1. Title of S                                       | Security (Inst  | 2<br>D                                     | 2. Transa<br>Date                   | ction            | 2A.<br>Exe                    | 2A. Deemed<br>Execution Date, | 3.<br>Transaction |                             | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and |      |                    |  | 5. Amount of Securities                |                    | 6. Ownership<br>Form: Direct                | 7. Nature of Indirect   |  |  |
|---|---|--|-------------------------------------|------------------|-------------------------------|-------------------------------|-------------------|-----------------------------|---|------|--------------------|--|--|--------------------|---|---|--|--|
|   |   |  | 1)                                  | (Month/Day/Year) |                               |                               |                   |                             | Code (Instr.<br>8)  |      | 5)                 |  |  |                    | Beneficially<br>Owned Following<br>Reported | (D) or Indirect<br>(I) (Instr. 4)   | Beneficial<br>Ownership<br>(Instr. 4)                            |  |
|   |   |  |                                     |                  |                               |                               |                   |                             | Code  | v    | Amount             | (A) o  | Price                                  | е                  | Transad<br>(Instr. 3                        |   |  | <u> </u>   |
| Common Stock, \$1.00 par value                      |   |  |                                     | 03/13/           | 2007                          |                               |                   |                             | S   |      | 400                | D  | \$52                                   | 2.31               | 12,0  | 05,579  | I  | Charitabl<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |
| Common Stock, \$1.00 par value                      |   |  |                                     | 03/13/           | 2007                          |                               |                   |                             | S   |      | 100                | D  | \$52                                   | 2.39               | 12,0  | 05,479  | I  | Charitabl<br>Lead<br>Annuity<br>Trust <sup>(2)</sup> |
| Common Stock, \$1.00 par value                      |   |  | 03/13/                              | /2007            |                               |                               |                   | S                           |   | 100  | D                  | \$51   | 1.31                                   | 12,0               | 05,379                                      | I   | Charitabl<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                      |   |  | 03/13/2007                          |                  |                               |                               |                   | S                           |   | 200  | 200 D \$52         |  | 2.43                                   | 12,005,179         |   | I   | Charitabl<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>             |  |
| Common Stock, \$1.00 par value                      |   |  | 03/13/2007                          |                  |                               |                               |                   | S                           |   | 300  | D                  | \$51   | 1.43                                   | 12,004,879         |   | I   | Charitable<br>Lead<br>Annuity<br>Trust <sup>(2)</sup>            |  |
|   |   | Та   |                                     |                  |                               |                               |                   |                             |   |      | osed of, convertib |  |  |                    | Owned                                       |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Transaction 3A. Deemed Execution Da |                  | 4.<br>Transa<br>Code (I<br>8) | 5. Number of                  |                   | nber<br>tive<br>ties<br>red | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye                 |      | isable and<br>te   | 7. Title<br>Amoun<br>Securiti<br>Underly<br>Derivati | and<br>t of<br>es<br>ring              | 8. De<br>Se<br>(In | erivative<br>ecurity<br>nstr. 5)            | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4)                |
|   |   |  |                                     |                  | Code                          | v                             | (A)               | (D)                         | Date<br>Exercis   | able | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |                    |   |   |  |  |

## **Explanation of Responses:**

## Remarks:

George C. Barry for John B. Hess

03/14/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

<sup>1.</sup> The sales of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated August 1, 2006, as amended February 5, 2007, that is intended to comply with Rule 10b5-1(c).

<sup>2.</sup> Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees of the trust.