FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

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

| Name and Address of Reporting Person*     HESS JOHN B |                                    |                                     |      | SUER Name and Tick  | HES ]                        |        |              |               | ationship of Reporting Person(s) to Issuer (call applicable)  Director X 10% Owner |   |  |   |  |
|---|------------------------------------|-------------------------------------|------|---|------------------------------|--------|--------------|---------------|--|---|--|---|--|
| (Last) (First)  | (Middle)                           |                                     |      | ate of Earliest Trans<br>2/2007                             | saction (M                   | 1onth  | /Day/Year)   | X             | Officer (give title below)   | Other<br>below  | (specify<br>)  |   |  |
| HESS CORPORATION                                      |                                    |                                     |      |   |                              |        |              |               |  | Chairman of the   | e Board and C  | CEO   |  |
| 1185 AVENUE OF THE AMERICAS                           |                                    |                                     |      | Amendment, Date   | of Origina                   | I File | d (Month/Day | 6. Indi       | vidual or Joint/Grou   | ridual or Joint/Group Filing (Check Applicable              |  |   |  |
| (Street)  |                                    |                                     |      |   |                              |        |              |               | X  | Form filed by On  | e Reporting Per  | son   |  |
| NEW YORK NY   | 10036                              |                                     |      |   |                              |        |              |               | Form filed by More than One Reporting<br>Person                                    |   |  |   |  |
| (City) (State)  | (Zip)                              |                                     |      |   |                              |        |              |               |  |   |  |   |  |
|   | Table I - N                        | Non-Deriva                          | tive | Securities Acc  | quired,                      | Dis    | posed of,    | or Ben        | eficially  | Owned   |  | 1   |  |
| 1. Title of Security (Instr. 3)                       |                                    | 2. Transacti<br>Date<br>(Month/Day/ |      | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transacti<br>Code (Ins |        |              |               |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|   |                                    |                                     |      |   | Code                         | v      | Amount       | (A) or<br>(D) | Price  | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)   | (Instr. 4)  |  |
| Common Stock, \$1.00 par value                        | <b>;</b>                           | 03/12/20                            | 007  |   | S <sup>(1)</sup>             |        | 300          | D             | \$52.24  | 1,877,799   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>)</del>                       | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.16  | 1,877,699   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>)</del>                       | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.32  | 1,877,599   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>)</del>                       | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.35  | 1,877,299   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/200                           |      |   | S                            |        | 100          | D             | \$52.3   | 1,877,199   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>)</del>                       | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.37  | 1,876,899   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>,</del>                       | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.41  | 1,876,799   | D  |   |  |
| Common Stock, \$1.00 par value                        | <b>;</b>                           | 03/12/20                            |      |   | S                            |        | 100          | D             | \$52.49  | 1,876,699   | D  |   |  |
| Common Stock, \$1.00 par value                        | par value 03/12/                   |                                     | 007  |   | S                            |        | 300          | D             | \$52.43  | 1,876,399   | D  |   |  |
| Common Stock, \$1.00 par value                        | on Stock, \$1.00 par value 03/12/2 |                                     | 007  |   | S                            |        | 200          | D             | \$52.29  | 1,876,199   | D  |   |  |
| Common Stock, \$1.00 par value 03/12/2                |                                    | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.21  | 1,876,099   | D  |   |  |
| Common Stock, \$1.00 par value                        | <b>;</b>                           | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.52  | 1,875,799   | D  |   |  |
| Common Stock, \$1.00 par value                        | <b>;</b>                           | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.48  | 1,875,499   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.45  | 1,875,399   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/20                            | 007  |   | S                            |        | 200          | D             | \$52.44  | 1,875,199   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/20                            | 007  |   | S                            |        | 200          | D             | \$52.46  | 1,874,999   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.42  | 1,874,699   | D  |   |  |
| Common Stock, \$1.00 par value                        | <u> </u>                           | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.53  | 1,874,599   | D  |   |  |
| Common Stock, \$1.00 par value                        | ·                                  | 03/12/20                            | 007  |   | S                            |        | 300          | D             | \$52.5   | 1,874,299   | D  |   |  |
| Common Stock, \$1.00 par value                        | ;                                  | 03/12/20                            | 007  |   | S                            |        | 100          | D             | \$52.57  | 1,874,199   | D  |   |  |
| Common Stock, \$1.00 par value                        | <del>-</del>                       | 03/12/20                            |      | 007   |                              |        | 200          | D             | \$52.25  | 1,873,999(2)  | D  |   |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |  |                    |   |   |     |  |                    |   |  |  |  |   |  |
|--|---|--|--|--------------------|---|---|-----|--|--------------------|---|--|--|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | ercise (Month/Day/Year) if any<br>of (Month/Day/Year)<br>ative |  | Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |  | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |  | Code               | v | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |  |   |  |

## **Explanation of Responses:**

- 1. The sales of shares set forth herein are made in connection with a selling plan dated August 1, 2006, as amended February 5, 2007, that is intended to comply with Rule 10b5-1(c).
- 2. This amount includes 715,000 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. 03/13/2007 **Hess** 

\*\* 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.