| 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 |
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| 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 | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Person [*] HESS JOHN B | | | 2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [HES] | (Checl | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|-----------|----------|--|------------------|--|----------|-----------------------|--|--|--|--|
| <u>IIL00 JOIII</u> | | | | | Director | Х | 10% Owner | | | | |
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | - x | Officer (give title below) | | Other (specify below) | | | | |
| HESS CORPORATION | | | 02/26/2007 | | Chairman of the Board and CEO | | | | | | |
| 1185 AVENUE | OF THE AM | ERICAS | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Grou |) Filing | (Check Applicable | | | | |
| NEW YORK | NY | 10036 | | X | Form filed by On | e Repor | ting Person | | | | |
| | | | — | | Form filed by Mo Person | re than | One Reporting | | | | |
| (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. Transa Code (8) | | 4. Securities Disposed Of 5) | Acquired (D) (Instr | l (A) or . 3, 4 and | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------------------------------|---|------------------------------------|------------------------|------------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, \$1.00 par value | 02/26/2007 | | S ⁽¹⁾ | | 600 | D | \$55.99 | 12,286,979 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 200 | D | \$56.1 | 12,286,779 | I | Charitabl Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 200 | D | \$55.91 | 12,286,579 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 100 | D | \$56.08 | 12,286,479 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 400 | D | \$56 | 12,286,079 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 500 | D | \$55.89 | 12,285,579 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 200 | D | \$55.81 | 12,285,379 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 300 | D | \$56.04 | 12,285,079 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$55.85 | 12,284,979 | I | Charitable Lead Annuity Trust ⁽²⁾ |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 600 | D | \$56.03 | 12,284,379 | I | Charitable Lead Annuity Trust ⁽²⁾ |

| 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 | 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) | | | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$55.82 | 12,284,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.06 | 12,284,179 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 300 | D | \$55.87 | 12,283,879 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 100 | D | \$56.24 | 12,283,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 100 | D | \$56.25 | 12,283,679 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 200 | D | \$56.27 | 12,283,479 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 200 | D | \$56.34 | 12,283,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 500 | D | \$56.39 | 12,282,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 300 | D | \$56.45 | 12,282,479 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.53 | 12,282,379 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.48 | 12,282,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 200 | D | \$56.4 | 12,282,079 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 300 | D | \$56.42 | 12,281,779 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.36 | 12,281,679 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.37 | 12,281,579 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |

| 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) | Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 100 | D | \$56.41 | 12,281,479 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.49 | 12,281,379 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$55.49 | 12,281,279 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | s | | 100 | D | \$56.44 | 12,281,179 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |
| Common Stock, \$1.00 par value | 02/26/2007 | | S | | 100 | D | \$56.35 | 12,281,079 | I | Charitable Lead Annuity Trust ⁽²⁾ | | |

(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 Deriv Secu Acqu (A) or Dispo of (D) | sposed (D) str. 3, 4 | | Expiration Date Amoun (Month/Day/Year) Securi Underi Deriva Securi | | | xpiration Date Amount of | | | | 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 | | | | | | | |

Explanation of Responses:

1. 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).

2. 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.

Remarks:

<u>George C. Barry for John B.</u> <u>Hess</u>

02/27/2007 Date

** Signature of Reporting Person

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

 \ast 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.