FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

## Washington, D.C. 20049

OMB APPROVAL

OMB Number: 3235-02

OMB Number: 3235-028
Estimated average burden
hours per response: 0.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Common Stock, \$1.00 par value

04/11/2008

04/11/2008

04/11/2008

04/11/2008

04/11/2008

04/11/2008

04/11/2008

04/11/2008

Instruction 1(b)	).		Filed		nt to Section 16(a) oction 30(h) of the In					34	hours	s per response:	0.5		
	ress of Reporting Pers	2. Issu	er Name <b>and</b> Ticke	er or Tra		. ,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
HESS JOHN	<u>N B</u>			1110	<u> </u>	,				X		X 10% (			
(Last) (First) (Middle)					e of Earliest Transa	ction (M	lonth/[	Day/Year)	_ X	Officer (give title below)	Officer (give title Other (specify below)				
HESS CORPORATION					/2008					Chairman of th	e Board and C	CEO			
1185 AVENUE	E OF THE AMER	ICAS													
(Street)					nendment, Date of	Original	l Filed	(Month/Day/	Line)	1 '					
NEW YORK NY 10036									X	X Form filed by One Reporting Person  Form filed by More than One Reporting					
(City)	(State) (Zip)										Person				
(Oily)	. ,		n Dorive	tivo S	ecurities Acq	uirod	Dic	nosod of	or Pon	oficially	Owned				
1. Title of Securit		iable i - No	2. Transa		2A. Deemed	3.	ופוט	4. Securities			5. Amount of	6. Ownership	7. Nature		
, (i.su. c,			Date (Month/Da	ay/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(111501.4)		
Common Stock	x, \$1.00 par value		04/11/	2008		S <sup>(1)</sup>		100	D	\$94.65	1,307,469	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		300	D	\$94.52	1,307,169	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.55	1,307,069	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$93.55	1,306,969	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.47	1,306,869	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		300	D	\$94.51	1,306,569	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.48	1,306,469	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$93.4	1,306,369	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.5	1,306,269	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		200	D	\$93.5	1,306,069	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.64	1,305,969	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		200	D	\$93.64	1,305,769	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.45	1,305,669	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		200	D	\$93.45	1,305,469	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.24	1,305,369	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$93.24	1,305,269	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.12	1,305,169	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$92.93	1,305,069	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$94.14	1,304,969	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$93.95	1,304,869	D			
Common Stock	x, \$1.00 par value		04/11/	2008		S		100	D	\$93.14	1,304,769	D			

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D

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\$92.95

\$93.67

\$93.25

\$93.44

\$96.05

\$95.84

\$94.84

\$93.05

1,304,469

1,304,369

1,304,169

1,304,069

1,303,969

1,303,769

1,303,669

1,303,469

D

D

D

D

D

D

D

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Yea		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 a 5)			and Secur Benet		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A)	or Pri	Price		action(s) 3 and 4)		(111511.4)	
Common Stock, \$1.00 par value				04/11/2	1/2008			S		100		D \$	\$96.57		03,369(2)	D		
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deeme Execution	e.g., put	ts, cal	ls, v					nvertible securities) ble and 7. Title and Amount of			8. Pr Deriv	8. Price of 9. Nun Derivative deriva		Ownership	11. Nature of Indirect
Security (Instr. 3) Price of Derivative Security		(Month/Day/Year)	if any (Month/Day/Yea		Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Yea		ar)	Securities Underlying Derivative Security (Instr. 3 and 4)		Secu (Inst			Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				c	Code V		(A) (		Date Exercisabl		Expiration Date	Title	Amoun or Numbe of Shares					

## **Explanation of Responses:**

- 1. The sales of shares set forth herein are made in connection with a selling plan dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).
- 2. This amount includes 305,000 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. Hess

04/14/2008

\*\* 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.