

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>RIELLY JOHN P</u>  (Last) (First) (Middle) HESS CORPORATION 1185 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10036  (City) (State) (Zip)	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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Senior Vice President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1.00 par value	03/06/2020		A		8,850	A	\$0.00	255,317	D	
Common Stock, \$1.00 par value	03/09/2020		s <sup>(1)</sup>		3,778	D	\$32.39	251,539 <sup>(2)</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
2020 Performance Share Unit <sup>(3)</sup>	\$0.00	03/06/2020		A		22,704		(4)	(4)	Common Stock, \$1.00 par value	45,408	\$0.00	22,704	D	
Option to purchase Common Stock	\$49.72	03/06/2020		A		10,256		03/06/2021	03/06/2030	Common Stock, \$1.00 par value	10,256	\$0.00	10,256	D	
Option to purchase Common Stock	\$49.72	03/06/2020		A		10,256		03/06/2022	03/06/2030	Common Stock, \$1.00 par value	10,256	\$0.00	10,256	D	
Option to purchase Common Stock	\$49.72	03/06/2020		A		10,257		03/06/2023	03/06/2030	Common Stock, \$1.00 par value	10,257	\$0.00	10,257	D	

**Explanation of Responses:**

- Shares sold solely to satisfy tax withholding on vesting of shares of restricted stock.
- This amount includes 16,301 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.
- 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, 2022, as more particularly described in the applicable award agreement.
- Not applicable

**Remarks:**

Barry Schachter for John P. Rielly 03/10/2020

\*\* 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.

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