FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APP	APPROVAL				
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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

1. Name and Address of Reporting Person*  HESS JOHN B					suer Name <b>and</b> Tick SS CORP [ H		ading	Symbol			X 10%	% Owner		
(Last) HESS CORPOR 1185 AVENUE (		(Middle)			te of Earliest Trans	action (I	Month	n/Day/Year)	X	Officer (give title below)  Chairman of the	belo	,		
(Street) NEW YORK	NY	10036		4. If <i>F</i>	Amendment, Date o	f Origina	al File	d (Month/Day	/Year)		6. Inc Line) X	lividual or Joint/Grou Form filed by Or Form filed by Mo Person	ne Reporting Pe	erson
(City)	(State)	(Zip)												
1. Title of Security (Instr. 3)		able I - No	2. Transact Date (Month/Day	ion	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.				ed (A) or		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	е	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock, S	\$1.00 par value		03/21/2	007		S <sup>(1)</sup>		400	D	\$	53	11,862,779	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock,	\$1.00 par value		03/21/2	007		S		300	D	\$53	3.89	11,862,479	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		100	D	\$54	1.08	11,862,379	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		900	D	\$!	54	11,861,479	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock,	\$1.00 par value		03/21/2	007		S		100	D	\$53	3.06	11,861,379	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock,	\$1.00 par value		03/21/2	007		S		100	D	\$53	3.87	11,861,279	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		300	D	\$54	1.06	11,860,979	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		400	D	\$53	3.03	11,860,579	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		200	D	\$54	1.03	11,860,379	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, S	\$1.00 par value		03/21/2	007		S		200	D	\$53	3.02	11,860,179	I	Charitable Lead Annuity Trust <sup>(2)</sup>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction  2. Transaction  2. Deemed  3.  4. Securities Acquired (A) or  5. Amount of  6. Ownership  7.												
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 Disposed Of 5)	Acquired f (D) (Instr	I (A) or . 3, 4 and	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)		(111341. 4)		
Common Stock, \$1.00 par value	03/21/2007		S		400	D	\$54.02	11,859,779	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$53.1	11,859,679	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		500	D	\$53.91	11,859,179	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		400	D	\$53.99	11,858,779	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$54.18	11,858,679	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$54.1	11,858,579	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		200	D	\$53.01	11,858,379	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		300	D	\$54.01	11,858,079	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$53.17	11,857,979	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		400	D	\$53.96	11,857,579	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$54.17	11,857,479	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		100	D	\$53.19	11,857,379	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		300	D	\$53.9	11,857,079	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		400	D	\$53.98	11,856,679	I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value	03/21/2007		S		500	D	\$54.11	11,856,179	I	Charitable Lead Annuity Trust <sup>(2)</sup>		

1. Title of S	Security (Inst		le I - No	2. Transac	ction	2A. Exe	Deemed cution Date,	3. Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				5. Amount of Securities		6. Ownership Form: Direct	7. Nature of	
				(Month/D	ay/Year)		ny nth/Day/	Year)	Code ( 8)	Instr.	5)					ially Following ed	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) o (D)	r Pı	rice	Transac (Instr. 3	ction(s)		(
Common	Stock, \$1.0	0 par value	ue 03/21			3/21/2007		S		100	D	\$	54.19	11,8	56,079	I	Charitable Lead Annuity Trust <sup>(2)</sup>	
Common Stock, \$1.00 par value				03/21	/2007				S		100	D	(	\$53.2	11,8	55,979	I	Charitabl Lead Annuity Trust <sup>(2)</sup>
Common	ommon Stock, \$1.00 par value			03/21/2007					S		500	D	\$	553.28 11,8		55,479	I	Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, \$1.00 par value			03/21/2007					S		200	D \$54.2		11,855,279		I	Charitable Lead Annuity Trust <sup>(2)</sup>		
Common Stock, \$1.00 par value				03/21	/2007				S		400	D	\$	553.29	11,8	54,879	I	Charitable Lead Annuity Trust <sup>(2)</sup>
		Та									osed of, convertib				Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g., puts, ca emed tion Date, h/Day/Year)  4. Transact Code (In:			5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	nber tive ties red		Exerci	isable and te	7. Title Amoun Securit Underly Derivat	7. Title and 8. Amount of Securities Underlying Derivative Security (Instr. 3		Price of derivative security Securities Beneficial Owned Following Reported Transactic (Instr. 4)		Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amou or Numl of Share	ber				

## **Explanation of Responses:**

## Remarks:

George C. Barry for John B. Hess

03/22/2007

\*\* 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.