SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington. D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

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1. Name and Address of Reporting Person* <u>Hill Gregory P.</u> (Last) (First) (Middle) HESS CORPORATION 1185 AVENUE OF THE AMERICAS			HES	uer Name and Ticke <u>SS CORP</u> [HI te of Earliest Transa 2/2021	ES]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) COO and President, E&P						
				Amendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK	NY	10036					Line) X	Form filed by O Form filed by M Person	1 0			
(City)	(State)	(Zip)										
		Table I - No	n-Derivative	Securities Acc	uired, Dis	posed of, or Benefic	cially (Owned				
1 Title of Security	/ (Instr 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) of	or	5. Amount of	6. Ownership	7. Nature		

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)			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)		(1130.4)
Common Stock, \$1.00 par value	02/02/2021		М		95 , 054 ⁽¹⁾	Α	\$0.00	189,322	D	
Common Stock, \$1.00 par value	02/04/2021		S ⁽²⁾		34,934	D	\$57.38	154,388 ⁽³⁾	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	Expiration Da	Date Exercisable and piration Date onth/Day/Year) Date Exercisable and of Securities Underlying Derivative Security (Instr. 3 and 4)		es g Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	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				
2018 Performance Share Unit	\$0.00	02/02/2021		М			47,527	(4)	(4)	Common Stock, \$1.00 par value	95,054	\$0.00	0	D	

Explanation of Responses:

1. Represents shares of Hess Corporation common stock earned upon vesting of Performance Share Units granted on March 6, 2018, based on the relative performance of total shareholder return of Hess common stock compared with that of its peers over the three-year performance period ending December 31, 2020.

2. Shares sold solely to satisfy tax withholding on vesting of shares of Hess Corporation common stock earned from Performance Share Units.

3. This amount includes 38,419 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 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.

4. 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, 2020, as more particularly described in the applicable award agreement.

Remarks:



** 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.