



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (D) Disposed of (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. The sales of shares set forth herein are made in connection with a selling plan dated August 1, 2006, as amended February 5, 2007. This is intended to comply with Rule 10b5-1(c).</p> <p>2. This amount represents 715,000 shares held in escrow pursuant to the Corporation's Senior Amended and Restated 1995 Long-Term Incentive Plan. The reporting person is an employee of the Corporation.</p>												
<p><b>Remarks:</b></p>												
<p align="right">George C. Barry for John B. Hess</p> <p align="right">03/26/2007</p> <p align="right">** Signature of Reporting Person      Date</p>												
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 780(a).</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</p>												

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