

HESS CORP
Form 4
August 10, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HESS JOHN B

(Last) (First) (Middle)

C/O HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HESS CORP [HES]

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$1.00 par value | 08/09/2006 | | S ⁽¹⁾ | 100 D \$ 54.11 | 12,779,108 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | | S | 200 D \$ 54.04 | 12,778,900 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | | S | 100 D \$ 53.98 | 12,778,808 | I | Note 2 |

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| | | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|------------|---|--------|
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.96 | 12,778,708 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 54.1 | 12,778,608 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.86 | 12,778,508 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.92 | 12,778,408 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.97 | 12,778,308 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.8 | 12,778,208 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.71 | 12,778,108 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.72 | 12,778,008 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.6 | 12,777,908 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.47 | 12,777,808 | I | Note 2 |
| Common Stock, \$1.00 par value | 08/09/2006 | S | 100 | D | \$ 53.63 | 12,777,708 | I | Note 2 |
| | 08/09/2006 | S | 100 | D | | 12,777,608 | I | Note 2 |

Signatures

George C. Barry for John
B. Hess

08/10/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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 that is intended to comply with Rule 10b5-1(c).
- (2) Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is on of five trustees of the trust.

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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