

HESS CORP

Form 4

March 31, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

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

(Print or Type Responses)

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

(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

HESS CORP [HES]

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

03/28/2008

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 and CEO

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)
Common Stock, \$1.00 par value	03/28/2008		S ⁽¹⁾	100 D	\$ 89.48 11,081,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008		S	200 D	\$ 89.51 11,081,329	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008		S	200 D	\$ 89.59 11,081,129	I	Charitable Lead Annuity Trust

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Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.65	11,081,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.52	11,080,929	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.1	11,080,829	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 88.91	11,080,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.33	11,080,629	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	200	D	\$ 89.28	11,080,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.66	11,080,329	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.22	11,080,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.02	11,080,129	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 88.83	11,080,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$ 89.01	11,079,929	I	Charitable Lead Annuity Trust
	03/28/2008	S	100	D		11,079,829	I	

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Common Stock, \$1.00 par value					\$				Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$	88.96	11,079,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$	88.85	11,079,629	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$	88.82	11,079,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	100	D	\$	89.08	11,079,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	200	D	\$	88.45	11,079,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/28/2008	S	6,000	D	\$	90	11,073,229 (2)	I	Charitable Lead Annuity Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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