

HESS CORP
Form 4
June 25, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCONNOR JOHN J

(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)

06/24/2008

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)

Executive Vice President

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	06/24/2008		M ⁽¹⁾	42,000 A	\$ 29.96	330,080	D
Common Stock, \$1.00 par value	06/24/2008		S	11,837 D	\$ 127.9	318,243	D
Common Stock, \$1.00 par value	06/24/2008		S	800 D	\$ 126.7	317,443	D

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Common Stock, \$1.00 par value	06/24/2008	S	100	D	\$ 126.79	317,343	D
Common Stock, \$1.00 par value	06/24/2008	S	100	D	\$ 126.69	317,243	D
Common Stock, \$1.00 par value	06/24/2008	S	163	D	\$ 126.37	317,080	D
Common Stock, \$1.00 par value	06/24/2008	S	9,000	D	\$ 126.0027	308,080	D
Common Stock, \$1.00 par value	06/24/2008	S	5,000	D	\$ 126.3014	303,080	D
Common Stock, \$1.00 par value	06/24/2008	S	5,000	D	\$ 126.2171	298,080	D
Common Stock, \$1.00 par value	06/24/2008	S	10,000	D	\$ 126	288,080 ⁽²⁾	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

										of Shares
Option to purchase Common Stock	\$ 29.96 (3)	06/24/2008		M	42,000 (3)	02/02/2007	02/02/2015	Common Stock, \$1.00 par value	42,000 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR JOHN J HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X	Executive Vice President	

Signatures

George C. Barry for John J.
O'Connor

06/25/2008

__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) Common Stock acquired upon exercise of options granted under the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan.
- This amount includes 242,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. 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.
- (2)
- (3) Reflects antidilution adjustment which reduced exercise price to \$29.96 and increased outstanding options by 56,000 additional shares as a result of a 3 for 1 stock split effected on May 31, 2006.

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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