$\square$ 

## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Nume and Address of Reporting reison			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AMERADA HESS CORP</u> [ AHC ]		tionship of Reporting all applicable) Director	Perso X	n(s) to Issuer 10% Owner
(Last) 1185 AVENUE (	(First) OF THE AMERIC	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2004	Х			Other (specify below) and CEO
(Street) NEW YORK	NY	10036	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group F Form filed by One I Form filed by More Person	Report	ing Person
(City)	(State)	(Zip)					

#### 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)	Transaction Code (Instr.		4. Securities / Disposed Of ( 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)					
Common Stock, \$1.00 par value	01/20/2004		<b>J</b> <sup>(1)</sup>		54,461	Α	\$ <mark>0</mark>	257,390	<b>D</b> <sup>(2)</sup>				
Common Stock, \$1.00 par value	01/20/2004		J <sup>(3)</sup>		54,461	D	\$ <mark>0</mark>	50,572	Ι	See Note <sup>(4)</sup>			

 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 Deriv Secur Acqu (A) or Dispo of (D) (Instr						8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

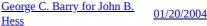
#### Explanation of Responses:

1. Shares distributed from trust referred to in Note 4. This transaction represents a change only in the nature of beneficial ownership.

2. Includes 150,000 shares held in escrow pursuant to the Issuer's Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until the lapsing of the period if he is still an employee of the Issuer.

3. Distributed from trust referred to in Note 4. This transaction represents a change only in the nature of beneficial ownership.

4. Held by a trust which was established by the reporting person for the benefit of himself and his children. The reporting person is trustee of the trust. Other holdings of the reporting person are shown on Form 4 previously filed by the reporting person.



\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.