

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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>RIELLY JOHN P</u>			2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP [HES]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP and CFO</u>		
(Last) (First) (Middle) <u>HESS CORPORATION</u> <u>1185 AVENUE OF THE AMERICAS</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <u>NEW YORK NY 10036</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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)	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	07/18/2025		D		365,637 ⁽¹⁾	D	(2)	0	D	
Common Stock, \$1.00 par value	07/18/2025		D		5,059	D	(2)	0	I	by 401 (k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2023 Performance Share Unit	\$0	07/18/2025		D		10,067	(3)	(3)	Common Stock, \$1.00 par value	21,141	(3)	0	D	
Option to purchase Common Stock	\$141.55	07/18/2025		D		3,152	03/06/2024	03/06/2033	Common Stock, \$1.00 par value	3,152	(4)	0	D	
Option to purchase Common Stock	\$141.55	07/18/2025		D		3,152	03/06/2025	03/06/2033	Common Stock, \$1.00 par value	3,152	(4)	0	D	
Option to purchase Common Stock	\$141.55	07/18/2025		D		3,152	03/06/2026	03/06/2033	Common Stock, \$1.00 par value	3,152	(4)	0	D	
Option to purchase Common Stock	\$101.17	07/18/2025		D		4,387	03/06/2023	03/06/2032	Common Stock, \$1.00 par value	4,387	(4)	0	D	
Option to purchase Common Stock	\$101.17	07/18/2025		D		4,387	03/06/2024	03/06/2032	Common Stock, \$1.00 par value	4,387	(4)	0	D	
Option to purchase Common Stock	\$101.17	07/18/2025		D		4,387	03/06/2025	03/06/2032	Common Stock, \$1.00 par value	4,387	(4)	0	D	
Option to purchase Common Stock	\$75.04	07/18/2025		D		4,945	03/06/2022	03/06/2031	Common Stock, \$1.00 par value	4,945	(4)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to purchase Common Stock	\$75.04	07/18/2025		D			4,945	03/06/2023	03/06/2031	Common Stock, \$1.00 par value	4,945	(4)	0	D	
Option to purchase Common Stock	\$75.04	07/18/2025		D			4,945	03/06/2024	03/06/2031	Common Stock, \$1.00 par value	4,945	(4)	0	D	
Option to purchase Common Stock	\$49.72	07/18/2025		D			10,256	03/06/2022	03/06/2030	Common Stock, \$1.00 par value	10,256	(4)	0	D	
Option to purchase Common Stock	\$49.72	07/18/2025		D			10,257	03/06/2023	03/06/2030	Common Stock, \$1.00 par value	10,257	(4)	0	D	
Option to purchase Common Stock	\$56.74	07/18/2025		D			7,375	03/06/2022	03/06/2029	Common Stock, \$1.00 par value	7,375	(4)	0	D	

Explanation of Responses:

1. This amount includes 39,189 shares held in escrow pursuant to the Corporation's Long-Term Incentive Plans.
2. Pursuant to the Agreement and Plan of Merger, dated October 22, 2023 (as amended, the "merger agreement"), by and among Hess, Yankee Merger Sub Inc. ("Merger Sub") and Chevron Corporation ("Chevron"), at the effective time of the merger of Merger Sub with and into Hess on the closing date (the "Effective Time"), each outstanding share of common stock of Hess (except as otherwise specified in the merger agreement) was converted into the right to receive 1.025 (the "exchange ratio") shares of common stock of Chevron.
3. Pursuant to the merger agreement, at the Effective Time, each then outstanding Performance Share Unit (PSU) award was deemed to be earned at the maximum level and converted into a restricted cash award in an amount per share under such PSU award equal to the average closing trading price of a share of Chevron common stock for the 20 business days ending on and including the second to last business day prior to the Effective Time multiplied by the exchange ratio, and in each case subject to the same terms and conditions as applied to such awards immediately prior to the Effective Time (other than the performance conditions).
4. Pursuant to the merger agreement, at the Effective Time each then outstanding Hess stock option was converted into a corresponding Chevron stock option based on the exchange ratio, subject to the same terms and conditions applicable to such award immediately prior to the Effective Time.

Barry Schachter for John P. Rielly

** Signature of Reporting Person

07/18/2025

Date

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

* 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.