SEC Form 4

FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to

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

OMB Number: 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 3235-0287 Estimated average burden hours per response 0.5

1. Name and Address Slentz Andres	ss of Reporting Person W P	*	2. Issuer Name and Ticker or Trading Symbol <u>HESS CORP</u> [HES]	(Check	ionship of Reporting Person all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) 1185 AVENUE ((First) OF THE AMERIC.	(Middle) AS	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018	Х	below) Senior Vice Presi	below)
(Street) NEW YORK (City)	NY (State)	10036 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than C Person	ng Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			iction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$1.00 par value	03/06/2018		A		5,157	A	\$0.00	15,342	D	
Common Stock, \$1.00 par value	03/07/2018		S ⁽¹⁾		422	D	\$46.65	14 ,920 ⁽²⁾	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)		ansaction of ode (Instr. Derivative			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				
2018 Performance Share Unit ⁽³⁾	\$0.00	03/06/2018		A		12,573		(4)	(4)	Common Stock, \$1.00 par value	25,146	\$0.00	12,573	D	
Option to purchase Common Stock	\$48.48	03/06/2018		A		6,087		03/06/2019	03/06/2028	Common Stock, \$1.00 par value	6,087	\$0.00	6,087	D	
Option to purchase Common Stock	\$48.48	03/06/2018		A		6,087		03/06/2020	03/06/2028	Common Stock, \$1.00 par value	6,087	\$0.00	6,087	D	
Option to purchase Common Stock	\$48.48	03/06/2018		A		6,088		03/06/2021	03/06/2028	Common Stock, \$1.00 par value	6,088	\$0.00	6,088	D	

Explanation of Responses:

1. Shares sold solely to satisfy tax withholding on vesting of shares of restricted stock.

2. This amount includes 13,709 shares are held in escrow pursuant to the Corporation's Long Term Incentive Plans. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plans at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.

3. Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2020, as more particularly described in the applicable award agreement. 4. Not applicable

Remarks:

Barry Schachter for Andrew P. <u>Slentz</u>

03/08/2018

** Signature of Reporting Person 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.