

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
July 10, 2001

AMERADA HESS CORPORATION

(Exact name of Registrant as Specified in Charter)

DELAWARE

No. 1-1204

No. 13-4921002

(State or other jurisdiction (Commission File Number)
of incorporation)

(IRS Employer
Identification No.)

1185 Avenue Of the Americas
New York, New York

10036

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 997-8500

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

On July 10, 2001, Amerada Hess Corporation (the "Company") and Triton Energy Limited ("Triton"), a company limited by shares organized under the laws of the Cayman Islands, issued a joint press release (the "Press Release") announcing that they have entered into a definitive agreement under which the Company will commence a cash tender offer for all outstanding ordinary shares of Triton at \$45 per share (including to be converted preference shares). The Company has received an irrevocable commitment from Hicks, Muse, Tate & Furst Incorporated to sell its approximately 38% ownership stake in Triton to the Company. Filed and incorporated herein by reference is the text of the Press Release dated July 10, 2001 (the "Press Release"), which Press Release is attached hereto as Exhibit 99.1.

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Item 9. Regulation FD Disclosure

Pursuant to Regulation FD, the Company hereby furnishes, but does not file, the information and text of the slide show presentation of the Company attached hereto as Exhibit 99.2.

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AMERADA HESS TO ACQUIRE TRITON ENERGY FOR \$45 PER SHARE IN CASH

New York, New York and Dallas, Texas July 10, 2001
Amerada Hess Corporation (NYSE: AHC) and Triton Energy Limited (NYSE: OIL) today jointly announced that they have entered into a definitive agreement under which Amerada Hess will commence a cash tender offer for all outstanding ordinary shares of Triton at \$45.00 per share (including to be converted preference shares). The transaction has a total value of approximately \$3.2 billion, including the assumption of approximately \$500 million in Triton debt.

The all-cash offer represents a premium of 50% to the closing price of Triton shares on Monday, July 9, 2001, and is 88% of Triton's 52-week high. The transaction has been approved unanimously by the Boards of Directors of both companies, and the Board of Directors of Triton has unanimously resolved to recommend that its holders of ordinary shares accept the offer. Amerada Hess has received an irrevocable commitment from Hicks, Muse, Tate & Furst Incorporated to sell its approximately 38% ownership stake in Triton to Amerada Hess. The transaction is expected to close in the third quarter of 2001.

Commenting on the transaction, John Hess, Chairman and Chief Executive Officer of Amerada Hess, said:

"The acquisition of Triton strengthens our exploration and production business, gives us access to long life international reserves, substantially increases our production growth and provides significant exploration potential. It improves our competitive position in a consolidating industry while being accretive to our estimates of earnings and cash flow per share for 2002. The acquisition will increase our production from a current level of 425,000 barrels of oil equivalent per day to about 535,000 barrels per day in 2002 and more than 600,000 barrels per day in 2003. It makes Amerada Hess one of the largest global independent exploration and production companies with the scale to access a broader range of investment opportunities that meet our financial goals."

James C. Musselman, President and Chief Executive Officer of Triton Energy Limited, stated:

"The sale of Triton Energy to Amerada Hess reflects the considerable progress we have made in recent years and rewards our shareholders with premium value for their shares. Triton today is one of the world's leading independent exploration and production companies with world-class assets around the globe, strong financial results and a solid balance sheet. These achievements are a

credit to our people, who have consistently demonstrated the experience and commitment necessary to capitalize on the potential of our assets. I look forward to working with the Amerada Hess management team to complete this transaction and successfully integrate our two companies."

Thomas O. Hicks, Chairman and Chief Executive Officer of Hicks, Muse, Tate & Furst Incorporated, whose approximately 38% stake in Triton is a result of its \$350 million equity investment in the company in 1998 and early 1999, said:

"On behalf of all of the HMTF Partners, and particularly on behalf of all of our investors in Hicks, Muse, Tate & Furst Equity Fund IV, I want to congratulate and thank Jim Musselman, Al Turner, Brian Maxted, Greg Dunlevy and the rest of the Triton management team for the truly superb job they have done over the past three years in building the value of Triton for all of the company's shareholders."

The transaction is subject to regulatory approvals and other customary conditions. Amerada Hess expects to mail definitive tender offer materials to Triton shareholders and make all other regulatory filings shortly. Amerada Hess will fund the transaction from its existing cash resources and lines of credit. Goldman Sachs & Co. served as financial advisor to Amerada Hess and J.P. Morgan Chase Securities served as financial advisor to Triton Energy.

About Amerada Hess Corporation

Amerada Hess, headquartered in New York, is a global integrated energy company engaged in the exploration for and the production, purchase,

transportation and sale of crude oil and natural gas, as well as the production and sale of refined petroleum products. Exploration and production activities take place primarily in the United States, the United Kingdom, Norway, Denmark, Brazil, Algeria, Gabon, Indonesia, Azerbaijan, Thailand and Malaysia.

Amerada Hess produces approximately 425,000 barrels of oil equivalent per day, two-thirds of which is oil and one-third natural gas. Amerada Hess' total proved oil and gas reserves at December 31, 2000 were over 1.1 billion barrels of oil equivalent.

Amerada Hess' refined petroleum products are manufactured at the HOVENSA refinery in St. Croix, United States Virgin Islands, which is owned jointly with Petroleos de Venezuela S.A. The refinery is one of the largest in the world with a capacity of 500,000 barrels per day. Amerada Hess markets refined petroleum products on the East Coast of the United States through its terminal

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network and approximately 1,180 HESS brand retail outlets.

About Triton Energy

Triton Energy is a Dallas-based international oil and gas exploration and production company with major oil and gas assets in West Africa, Latin America and Southeast Asia. At December 31, 2000, Triton's total proved reserves were 293.5 million barrels of oil equivalent. These reserves exclude the success of drilling activities in 2001.

About Hicks, Muse, Tate & Furst Incorporated

Since its formation in 1989, Hicks, Muse, Tate & Furst Incorporated has completed or currently has pending more than 390 transactions with a total capital value of more than \$50 billion. Headquartered in Dallas, the firm has additional offices in New York, London and Buenos Aires.

Investment Community Conference Call and Webcast

Amerada Hess will host a conference call at 8:30 a.m. EDT this morning to discuss the proposed transaction with the investment community. The conference call will be accessible to the media and the general public in listen-only mode. To listen to the conference call, please dial 888-857-6929 (U.S.) or 719-457-2600 (International) approximately 15 minutes prior to the scheduled starting time. The conference will be webcast live on www.hess.com and www.vcall.com (enter AHC). Replays will be available at 888-203-1112 (U.S.) or 719-457-0820 (International), passcode 471655, beginning at 12:00 p.m. EDT on July 10th through 8:00 p.m. EDT on July 17th.

This announcement contains certain statements that are neither reported financial results nor other historical information. These statements are forward-looking statements within the meaning of the safe-harbor provisions of the US federal securities laws. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the companies' ability to control or estimate precisely, such as future market conditions, the behavior of other market participants and the actions of governmental regulators. These and other risk factors are detailed in the two companies' SEC reports. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The companies do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release.

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This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Triton. At the time the offer is commenced, Amerada Hess will file a tender offer statement and Triton will file a solicitation/recommendation statement with the SEC with respect to the offer. Triton shareholders are advised to read the tender offer statement and the related solicitation/recommendation statement, both of which will be filed with the SEC. The tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the solicitation/recommendation statement will contain important information which should be read carefully before any decision is made with respect to the offer. These documents will be made available to all shareholders of Triton, at no expense to them. These documents also will be available at no charge at the SEC's website at www.sec.gov. Contacts:

Amerada Hess

Carl Tursi
(212) 536-8593

Triton Energy

Crystal C. Bell
(214) 696-7560

HMTF

Roy Winnick
Kekst and Company
(212) 521-4842
or
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Kekst and Company
(212) 521-4802

[Slide 1]

[Hess Logo]
Amerada Hess Corporation
Acquisition of
[Triton Logo]

July 10, 2001

[Slide 2]

-This presentation contains projections and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These projections and statements reflect the company's current views with respect to future events and financial performance. No assurances can be given, however, that these events will occur or that these projections will be achieved, and actual results could differ materially from those projected as a result of certain factors. A discussion of these factors is included in the company's periodic reports filed with the Securities and Exchange Commission.

-The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic operating conditions. We use certain terms in this presentation, such as probable reserves, that the SEC's guidelines prohibit registrants from including in filings with the SEC. Investors are urged to consider closely the disclosure in Amerada Hess's Form 10-K, File No. 1-1204, available from Amerada Hess, 1185 Avenue of the Americas, New York, New York 10036 c/o Corporate Secretary. You can also obtain this form from the SEC by calling 1-800-SEC-0330.

[Slide 3]

Amerada Hess Corporation [Hess Logo]

- \$7 billion market capitalization
- \$9 billion enterprise value
- New York stock exchange listed company (ticker symbol: AHC)
- Earnings and cash flows from operations:
 - Full Year 2000: \$1.0 billion earnings and \$1.8 billion cash flow
 - First quarter 2001: \$337 million earnings and \$753 million cash flow
- 405 MBOEPD average production in Q1 2001
- 1.1 billion barrels of proved reserves
- 1.7 Billion Barrels proved plus probable reserves
- Competitively advantaged refining joint venture with PDVSA
- Focused retail marketing on the US East Coast

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Principal goals [Hess Logo]

- Exploration & Production - engine of income and growth
 - Objectives:
 - Grow to minimum 75% of capital employed
 - Expand international reserves to at least 33% outside the United States and North Sea
 - Focus on high quality assets in a few countries
 - Accelerate production growth
 - Increase reserve life
- Refining & Marketing

-Enhance financial returns from existing assets

[Three pictures line the right side of the page. The first shows a drilling rig with the word "Exploration". The second shows a production platform with the word "Production". The third picture shows a Hess service station with the word "Marketing".]

[Slide 5]

Summary of Triton acquisition [Hess Logo]

- HESS to commence cash tender offer of \$45 per share for all outstanding common and convertible shares of Triton
 - Deal size equal to \$3.2 billion including the assumption of approximately \$500 million of debt
 - 50% premium to previous day share price; 88% of 52-week high
 - Unanimously approved and recommended by Triton's Board of Directors
 - Irrevocable commitment by Hicks Muse to sell 38% ownership stake
- Transaction is expected to close in third quarter 2001
- Purchase price of reserves, including recent discoveries:
 - Proved: \$ 9.79/BOE
 - Proved+Probable: \$ 5.66/BOE
- Purchase price of reserves based on Hess mid-year 2001 estimates

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Summary [Hess Logo]

- Acquisition Benefits
 - Continues transformation to exploration and production
 - Expands international reserves
 - Accelerates and extends production growth
 - Provides significant exploration potential
 - Meets financial goals
 - Enhances competitive position

[Slide 7]

Continues transformation to exploration & production [Hess Logo]

-Capital Employed

[Three Pie Charts representing the following information:

1997 HESS

- 57% Capital Employed in R&M
- 43% Capital Employed in E&P

2001 HESS

- 49% Capital Employed in R&M
- 51% Capital Employed in E&P

2001E HESS + TRITON

- 24% Capital Employed in R&M
- 76% Capital Employed in E&P]

-76% of the combined 2001 capital employed will be devoted to E&P operations

[Slide 8]

Expands international reserves [Hess Logo]

[Map of the World representing the following information in

four captions:

-United States
-22% Reserves

-North Sea
-40% Reserves

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-Africa
-13% Reserves

-Southeast Asia
-13% Reserves]

-88 % of proved reserves are in four core areas
-Proved reserves based on Hess mid-year 2001 estimates

[Slide 9]

Expands international reserves [Hess Logo]

-Hess increases high-potential international reserves

[Pie Chart of proved reserves of HESS representing the following information:

-International	21%
-United States	28%
-North Sea	51%

-1.1 Billion BOE HESS]

[Pie Chart of proved reserves of HESS + TRITON representing the following information:

-International	38%
-United States	22%
-North Sea	40%

-1.4 Billion BOE HESS + TRITON]

[Arrow connecting the two pie charts containing the words "Balances Portfolio"]

-Proved reserves based on Hess mid-year 2001 estimates

[Slide 10]

Accelerates and extends production growth [Hess Logo]

-Production

[Bar graph representing the following information:

-2000 Pro Forma

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-HESS	374 MBOEPD
-TRITON	31 MBOEPD
-Combined	405 MBOEPD

-2001 Pro Forma

-HESS	430 MBOEPD
-TRITON	55 MBOEPD
-Combined	485 MBOEPD

-2002

-HESS	450 MBOEPD
-TRITON	85 MBOEPD

-Combined 535 MBOEPD
-2003
-HESS 460 MBOEPD
-TRITON 152 MBOEPD
-Combined 612 MBOEPD
-CAGR: 15% combined vs. 7% Hess alone]

[Slide 11]
Accelerates and extends production growth [Hess Logo]

-Reserve to Production ratio

[Bar graph representing the following information:

-Before
-HESS
-7.7 Proved Reserve to Production ratio
-13.3 Proved + Probable Reserve to Production ratio
-TRITON
-26.2 Proved Reserve to Production ratio
-52.1 Proved + Probable Reserve to Production ratio
-After
-HESS + TRITON
-9.1 Proved Reserve to Production ratio
-16.2 Proved + Probable Reserve to Production ratio]

-Source: Reported 2000 Reserve and Production Data of HESS and TRITON + HESS estimates for TRITON discoveries.

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[Slide 12]
Provides significant exploration potential [Hess Logo]

[Three maps of Africa showing the following:

-Africa
-Magnified map of Equatorial Guinea and Gabon coming from the map of Africa and containing the following labeled area:
-Upper Cretaceous Deep Water Fairway
-Magnified map of Equatorial Guinea coming from the magnified map of Equatorial Guinea and Gabon and containing the following labeled areas
-Block F
-Block G
-Okume
-Oveng
-Ceiba]

-Recent Discoveries
-Ceiba October 1999
-Okume June 2001
-Oveng June 2001
-Gross reserve potential of over 400 MMBOE

-Exploration Potential
-1.8 million net acres with 90% yet to be explored
-85% equity in blocks F and G in Equatorial Guinea with 7 wells to be drilled over the next 12 months
-25% equity in Tolo block in Gabon with 1 well to be drilled this year

[Slide 13]
Meets financial goals [Hess Logo]

-Cost savings	\$ Million
-G&A	\$14
-Exploration	\$32
-Total before tax savings	\$46
-Total after tax savings	\$33

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Meets financial goals [Hess Logo]

-Year-end Debt-to-Capital ratio

[Bar graph representing the following information:

-At closing
 -52% Year-end Debt-to-Capital ratio
-2002
 -45% Year-end Debt-to-Capital ratio
-2003
 -36% Year-end Debt-to-Capital ratio]]

-Pro-forma based on \$24.00 WTI oil price

[Slide 15]

Meets financial goals [Hess Logo]

-Strengthens cash flow and reserves per share

[Two bar graphs representing the following information:

-Cash flow per share Based on 2002E pro-forma
 -HESS
 -\$24.13 Cash Flow per Share
 -HESS + TRITON
 -\$27.66 Cash Flow per Share
-Provided Reserves per share Based on mid-year 2001 estimates
for Hess and Triton
 -HESS
 -12.7 Proved reserves (BOE) per Share
 -HESS + TRITON
 -16.4 Proved Reserves (BOE) per Share]

-Pro-forma based on \$24.00 WTI oil price

[Slide 16]

Meets financial goals [Hess Logo]

-Accretive to earnings and cash flow per share

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[Two Bar graphs representing the following information:

-Earnings
 -2002
 -1%
 -2003
 -4%
-Cash flow
 -2002
 -15%
 -2003
 -26%]

-Pro-forma based on \$24.00 WTI oil price, purchase accounting and goodwill of \$980 Million

[Slide 17]

Enhances competitive position [Hess Logo]

-2001 Estimated Production (MBOEPD)

[Bar graph representing the following information:

-Conoco/Gulf of Canada	884 MBOEPD
-Phillips	850 MBOEPD
-Anadarko	550 MBOEPD
-HESS + TRITON (2002)	535 MBOEPD
-HESS (2002)	450 MBOEPD
-TRITON (2002)	85 MBOEPD
-Unocal	505 MBOEPD
-Occidental	500 MBOEPD
-HESS + TRITON (2001 Pro Forma)	485 MBOEPD
-HESS (2001 Pro Forma)	430 MBOEPD
-TRITON (2001 Pro Forma)	55 MBOEPD
-Talisman	450 MBOEPD
-HESS	430 MBOEPD
-Marathon	420 MBOEPD
-Burlington	380 MBOEPD
-Devon	365 MBOEPD
-Kerr McGee	330 MBOEPD
-Apache	325 MBOEPD
-Enterprise	255 MBOEPD

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-EOG	184 MBOEPD
-Ocean	155 MBOEPD
-Murphy	115 MBOEPD
-Noble	102 MBOEPD
-Vintage	100 MBOEPD
-TRITON	55 MBOEPD]

-Source: Company Press Releases and Presentations

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Conclusion [Hess Logo]

-Acquisition Benefits

- Continues transformation to exploration and production
- Expands international reserves
- Accelerates and extends production growth
- Provides significant exploration upside
- Meets financial goals
- Enhances competitive position

[Slide 19]

[Hess Logo]

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