

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMERADA HESS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4921002
(I.R.S. Employer Identification No.)

1185 Avenue of the Americas
New York, New York 10036
(212) 997-8500
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

J. Barclay Collins II
Amerada Hess Corporation
1185 Avenue of the Americas
New York, New York 10036
(212) 997-8500
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

Kevin Keogh, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200

Charles S. Whitman, III, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: From
time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. /X/ 333-65542

If this Form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule
434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

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Title of each class of Securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
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Debt Securities.....	\$600,000,000	100%	\$600,000,000	\$9,200
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- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Pursuant to Rule 429 under the Securities Act, the prospectus included in this registration statement also relates to \$500,000,000 maximum aggregate offering price of debt securities previously registered under the registrant's Registration Statement on Form S-3 (Registration No. 333-65542). The registration fee with respect to \$500,000,000 of debt securities was paid in connection with such registration statement.

EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities pursuant to Rule 462(b) under the Securities Act. The contents of the registrant's Registration Statement on Form S-3 (Registration No. 333-65542) are incorporated herein by reference.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Exhibit
5	Opinion of White & Case LLP.
23.1	Consent of Ernst & Young, LLP, Independent Auditors.
23.2	Consent of White & Case LLP (included in Exhibit 5).
24.1	Powers of Attorney (included on the signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 27, 2002.

AMERADA HESS CORPORATION

By: /s/ John Y. Schreyer

Name: John Y. Schreyer
Title: Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes each of John B. Hess, J. Barclay Collins II and John Y. Schreyer as attorney-in-fact, to sign in his or her name and behalf, individually and in each capacity designated below, and to file any amendments, including post-effective amendments to this registration statement and any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person hereby

ratifying and confirming all that the said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

SIGNATURE	TITLE	DATE
/s/ John B. Hess ----- (John B. Hess)	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 7, 2002
----- (Nicholas F. Brady)	Director	February ____, 2002
/s/ J. Barclay Collins ----- (J. Barclay Collins II)	Director, Executive Vice President and General Counsel	February 7, 2002
/s/ Peter S. Hadley ----- (Peter S. Hadley)	Director	February 7, 2002
/s/ Edith E. Holiday ----- (Edith E. Holiday)	Director	February 7, 2002
----- (William R. Johnson)	Director	February ____, 2002
/s/ Thomas H. Kean ----- (Thomas H. Kean)	Director	February 7, 2002
/s/ John J. O'Connor ----- (John J. O'Connor)	Director and Executive Vice President	February 7, 2002
/s/ Frank A. Olson ----- (Frank A. Olson)	Director	February 7, 2002
/s/ Roger B. Oresman ----- (Roger B. Oresman)	Director	February 7, 2002
/s/ John Y. Schreyer ----- (John Y. Schreyer)	Director, Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	February 7, 2002
/s/ Robert N. Wilson ----- (Robert N. Wilson)	Director	February 7, 2002
----- (Robert F. Wright)	Director	February ____, 2002

Exhibit No.

Exhibit

- 5 Opinion of White & Case LLP.
- 23.1 Consent of Ernst & Young, LLP, Independent Auditors.
- 23.2 Consent of White & Case LLP (included in Exhibit 5).
- 24.1 Powers of Attorney (included on the signature page hereto).

February 27, 2002

Amerada Hess Corporation
1185 Avenue of the Americas
New York, New York 10036

Ladies and Gentlemen:

We have acted as counsel for Amerada Hess Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement"), pursuant to which the Company proposes to issue and sell in one or more series from time to time, directly to purchasers or through agents or underwriters to be designated from time to time, debt securities (the "Securities"). The Securities are to be issued under an indenture (the "Indenture") between the Company and The Chase Manhattan Bank, as Trustee.

In connection with the foregoing, we have examined such certificates of public officials and certificates of officers of the Company, and the originals (or copies thereof, certified to our satisfaction) of such corporate documents and records of the Company, and such other documents, records and papers as we have deemed relevant in order to give the opinions hereinafter set forth, including: (i) the Certificate of Incorporation of the Company, (ii) the By-laws of the Company, (iii) the form of Indenture filed as an exhibit to the Registration Statement, and (iv) the resolutions of the Board of Directors of the Company authorizing the registration of the Securities.

Based upon and subject to the foregoing and assuming that (i) the Registration Statement and any amendments thereto will have become effective and comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; (ii) a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby and will comply with all applicable laws; (iii) a definitive underwriting or similar agreement and any other necessary agreement with respect to any Securities offered or issued will have been duly authorized and validly executed and delivered by the Company; and (iv) the Board of Directors of the Company or a duly constituted and acting committee thereof has taken all necessary corporate action to approve the issuance and terms of the Securities, we are of the opinion that the Securities, when duly executed, authenticated,

Amerada Hess Corporation
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issued and delivered in accordance with the provisions of the Indenture and the applicable definitive underwriting or similar agreement upon payment of the consideration therefor provided therein, will be validly issued and will constitute binding obligations of Amerada Hess Corporation.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm appearing and under the caption "Legal Opinions" in the Prospectus that is part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

White & Case LLP

TBG:KK:AI

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3 and related Prospectus of Amerada Hess Corporation for the registration of their \$600,000,000 Debt Securities and to the incorporation by reference therein of our reports dated February 21, 2001, with respect to the consolidated financial statements of Amerada Hess Corporation incorporated by reference in its annual Report on Form 10-K for the year ended December 31, 2000, and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

Ernst & Young LLP

New York, New York
February 27, 2002