

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

## SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(B)AMERADA HESS CORPORATION  
-----

(Name of Issuer)

Common Stock  
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(Title of Class of Securities)

023551 10 4  
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(CUSIP Number)

May 28, 1999  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

- Rule 13d-1 (b)  
X Rule 13d-1 (c)  
Rule 13d-1 (d)

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas F. Brady

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

5. SOLE VOTING POWER 10,000 shares  
NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 10,000 shares

8. SHARED DISPOSITIVE POWER 11,082,956 shares  
See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,092,956 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
12.3%

12. TYPE OF REPORTING PERSON\*



CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) | |  
(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

5. SOLE VOTING POWER 11,800,731 shares  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
See Note 1, Note 2 and Note 4.

6. SHARED VOTING POWER 1,823,827 shares  
See Note 3.

7. SOLE DISPOSITIVE POWER 675,324 shares  
See Note 2 and Note 4.

8. SHARED DISPOSITIVE POWER 12,906,783 shares  
See Note 1 and Note 3.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,632,107 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
15.0 %

12.

TYPE OF REPORTING PERSON\*

IN

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CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas H. Kean

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER 2,400 shares

NUMBER OF SHARES  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 2,400 shares

8. SHARED DISPOSITIVE POWER 11,082,956 shares

See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,085,356 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.3%

12. TYPE OF REPORTING PERSON\*



CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Burton T. Lefkowitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

5. SOLE VOTING POWER none  
NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER none

8. SHARED DISPOSITIVE POWER 11,082,956 shares  
See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,082,956 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
12.3%



12.

TYPE OF REPORTING PERSON\*

IN

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CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Y. Schreyer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER 197,456 shares  
 See Note 5 and Note 6.

NUMBER OF SHARES  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 WITH

6. SHARED VOTING POWER 1,823,827 shares  
 See Note 3.

7. SOLE DISPOSITIVE POWER 173,873 shares  
 See Note 5 and Note 6.

8. SHARED DISPOSITIVE POWER 12,906,783 shares  
 See Note 1 and Note 3.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,105,656 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.5%

12.

TYPE OF REPORTING PERSON\*

IN

- Note 1. This amount includes 9,627,644 shares held by the estate of Leon Hess and 175,218 shares held by five corporations of which the estate of Leon Hess owns the voting preferred stock having at least 80% of the total voting power of all classes of stock. John B. Hess, as executor of the estate, has sole voting power over this stock and shares dispositive power with the other filing persons, who are the other executors. This amount also includes 1,280,094 shares held by a family corporation, the preferred stock of which is held by a trust of which the filing persons are trustees and 33 1/3% of the common stock of which is owned by Mr. Hess. The preferred stock of such corporation has 99% of the total voting power of all classes of stock of such corporation. Mr. Hess has sole voting power over such preferred stock and shares dispositive power over such stock with the other filing persons. Mr. Hess's mother is the beneficiary of this trust.
- Note 2. This figure includes 60,976 shares owned directly by Mr. Hess; 63,291 shares held by a trust for the benefit of Mr. Hess and his children, of which Mr. Hess is a trustee; 135,414 shares held by a trust for the benefit of Mr. Hess and his children, of which Mr. Hess is a trustee; 50,000 shares held in escrow under the Company's Restricted Stock Plan over which Mr. Hess has voting but not dispositive power; and, 404,000 shares underlying options to purchase Common Stock of Amerada Hess Corporation.
- Note 3. This amount includes 1,823,827 shares held by the Hess Foundation, Inc. of which Messrs. Hess and Schreyer are directors.
- Note 4. Represents 11,643 shares vested in the name of John B. Hess under Amerada Hess Corporation's Employees' Savings and Stock Bonus Plan. Mr. Hess has voting power with respect to 4,094 of such shares.
- Note 5. This amount includes 23,000 shares owned directly by Mr. Schreyer; 25,000 shares held in escrow for Mr. Schreyer under Amerada Hess Corporation's Restricted Stock Plan over which Mr. Schreyer has voting but not dispositive power; and, 148,000 shares underlying options to purchase Common Stock of Amerada Hess Corporation.
- Note 6. This amount includes 2,873 shares vested in the name of John Y. Schreyer under Amerada Hess Corporation's Employees' Savings and Stock Bonus Plan. Mr. Schreyer has voting power with respect to 1,456 of such shares.

- Item 1(a). Name of Issuer:  
Amerada Hess Corporation
- Item 1(b). Address of Issuer's Principal Executive Offices:  
1185 Avenue of the Americas  
New York, NY 10036
- Item 2(a). Name of Person Filing:  
See respective cover pages.
- Item 2(b). Address of Principal Business Office or, if None, Residence:
- Nicholas F. Brady  
Darby Advisors  
16 North Washington Street  
Easton, MD 21601
- John B. Hess  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036
- Thomas H. Kean  
Drew University  
President's House  
36 Madison Avenue, Mead Hall  
Madison, NJ 07940-4005
- Burton T. Lefkowitz  
229 Delhi Road  
Scarsdale, New York 10583
- John Y. Schreyer  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

023551 10 4

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

- (a) " A broker or dealer registered under Section 15 of the Exchange Act.
- (b) " A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) " An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) " An investment company registered under Section 8 of the Investment Company Act.
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) " A group, in accordance with Rule 13d-1(b)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

## Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

## (a) Amount beneficially owned:

See respective cover pages.  
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## (b) Percent of class:

See respective cover pages.  
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## (c) Number of shares as to which such person has:

See respective cover pages.  
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## (i) Sole power to vote or to direct the vote

See respective cover pages.  
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## (ii) Shared power to vote or to direct the vote

See respective cover pages.  
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## (iii) Sole power to dispose or to direct the disposition of

See respective cover pages.  
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## (iv) Shared power to dispose or to direct the disposition of

See respective cover pages.  
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Item 5. Ownership of Five Percent or Less of a Class.  
Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares. Such shares held by the estate of Leon Hess represent more than five percent of the outstanding class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
Not applicable

Item 8. Identification and Classification of Members of the Group.  
Not applicable

Item 9. Notice of Dissolution of Group.  
Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

June 7, 1999

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(Date)

/s/ Nicholas F. Brady

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Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

June 7, 1999

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(Date)

/s/ John B. Hess

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John B. Hess

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

June 7, 1999

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(Date)

/s/ Thomas H. Kean

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Thomas H. Kean

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

June 7, 1999

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(Date)

/s/ Burton T. Lefkowitz

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Burton T. Lefkowitz

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

June 7, 1999

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(Date)

/s/ John Y. Schreyer

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John Y. Schreyer