SEC Form 4

FORM 4

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

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).

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
OCONNOR JOHN J	HESS CORP [HES]	X Director ☐ 10% Owner X Officer (give title below) ☐ Other (specify below) Executive Vice President

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)
HESS CORPORATION 1185 AVENUE OF THE AMERICAS	06/27/2008

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10036		X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

(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	06/27/2008		S		200	D	$126.94	311,880	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$126.91	311,580	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$127.02	311,180	D	
Common Stock, $1.00 par value	06/27/2008		S		100	D	$126.87	311,080	D	
Common Stock, $1.00 par value	06/27/2008		S		600	D	$126.89	310,480	D	
Common Stock, $1.00 par value	06/27/2008		S		100	D	$127.19	310,380	D	
Common Stock, $1.00 par value	06/27/2008		S		200	D	$127.19	310,180	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$127.21	309,880	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$127.17	309,580	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$127.2	309,280	D	
Common Stock, $1.00 par value	06/27/2008		S		200	D	$127.18	309,080	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$127.12	308,680	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.99	308,280	D	
Common Stock, $1.00 par value	06/27/2008		S		200	D	$126.82	308,080	D	
Common Stock, $1.00 par value	06/27/2008		S		600	D	$126.7	307,480	D	
Common Stock, $1.00 par value	06/27/2008		S		700	D	$126.69	306,780	D	
Common Stock, $1.00 par value	06/27/2008		S		200	D	$126.69	306,580	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$126.81	306,280	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.89	305,880	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$126.52	305,580	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$126.5	305,280	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.53	304,880	D	
Common Stock, $1.00 par value	06/27/2008		S		300	D	$126.35	304,580	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.39	304,180	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.22	303,780	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.23	303,380	D	
Common Stock, $1.00 par value	06/27/2008		S		800	D	$126.18	302,580	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.28	302,180	D	
Common Stock, $1.00 par value	06/27/2008		S		400	D	$126.31	301,780	D	

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	06/27/2008		S		400	D	$126.52	301,380[1]	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				

Explanation of Responses:

1. This amount includes 242,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering the Plan at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.

Remarks:

George C. Barry for John J. O'Connor	06/30/2008
** 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.