SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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)
HESS JOHN B	**HESS CORP** [HES]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2008	X Officer (give title below) Other (specify below)
HESS CORPORATION		Chairman of the Board and CEO
1185 AVENUE OF THE AMERICAS	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
NEW YORK NY 10036		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	04/15/2008		S[(1)]		4,000	D	$102.51	10,859,929	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		1,200	D	$102.8	10,858,729	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.82	10,858,629	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		300	D	$102.81	10,858,329	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		300	D	$102.74	10,858,029	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.78	10,857,929	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.5	10,857,829	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		200	D	$101.55	10,857,629	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.54	10,857,529	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.57	10,857,429	I	Charitable Lead Annuity Trust

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	04/15/2008		S		100	D	$101.52	10,857,329	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$103.55	10,857,229	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$103.52	10,857,129	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.89	10,857,029	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101	10,856,929	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.04	10,856,829	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.04	10,856,729	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$103.01	10,856,629	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.81	10,856,529	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$102.82	10,856,429	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$103.02	10,856,329	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		200	D	$103.08	10,856,129	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.31	10,856,029	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$100.37	10,855,929	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		300	D	$101.37	10,855,629	I	Charitable Lead Annuity Trust

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	04/15/2008		S		100	D	$101.39	10,855,529	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.3	10,855,429	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.35	10,855,329	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$101.34	10,855,229	I	Charitable Lead Annuity Trust
Common Stock, $1.00 par value	04/15/2008		S		100	D	$103.39	10,855,129[2]	I	Charitable Lead Annuity Trust

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. The sales of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).

2. Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees of the trust.

Remarks:

George C. Barry for John B. Hess | 04/16/2008

** 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.