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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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, NY**

(Address of Principal Executive Offices)

10036

(Zip Code)

**Hess Corporation
2008 Long-Term Incentive Plan**
(Full title of the plan)

**Timothy B. Goodell
Senior Vice President and General Counsel**

**Hess Corporation
1185 Avenue of the Americas
New York, NY 10036**

(Name and address of agent for service)

(212) 997-8500

(Telephone number, including area code, of agent for service)

Copy to:

**David M. Johansen
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00	8,000,000(1)(2)	\$45.44 (3)	\$363,520,000(3)	\$41,659.39

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also includes an indeterminate number of shares that may be offered and sold as a result of anti-dilution provisions described in the 2008 Long-Term Incentive Plan (the “2008 Long-Term Incentive Plan”), as amended, of Hess Corporation (the “Registrant”).
- (2) Represents an additional 8,000,000 shares of common stock, par value \$1.00 per share (the “Common Stock”), of the Registrant issuable under the 2008 Long-Term Incentive Plan, as amended. The Registrant previously filed Registration Statements on Form S-8 (No. 333-150992 and 333-167076) with respect to shares issuable under the 2008 Long-Term Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange, Inc., on May 21, 2012.

EXPLANATORY NOTE

The Registrant has filed this Registration Statement on Form S-8 to register under the Securities Act the offer and sale of 8,000,000 shares of Common Stock of the Registrant under the 2008 Long-Term Incentive Plan, as amended. The shares are being registered in addition to the Common Stock previously registered for issuance on the Registrant's Registration Statements on Form S-8 concerning the 2008 Long-Term Incentive Plan and the Registrant's First Amendment to the 2008 Long-Term Incentive Plan (the 2008 Long-Term Incentive Plan, as so amended, the "First Amended 2008 Incentive Plan") filed with the Securities and Exchange Commission (the "Commission") on (i) May 16, 2008 (Reg. No. 333-150992) (the "2008 Registration Statement") and (ii) May 25, 2010 (Reg. No. 333-167076) (the "2010 Registration Statement"), respectively.

On March 7, 2012, the Board of Directors adopted, subject to the requisite stockholders' approval, an amendment (the "Amendment") to the First Amended 2008 Incentive Plan to increase the number of shares of Common Stock that may be issued under the First Amended 2008 Incentive Plan by 8,000,000 shares (as so amended, the "Second Amended 2008 Incentive Plan"). On May 2, 2012, the Amendment was approved by the stockholders at the Registrant's Annual Meeting of Stockholders. In accordance with Instruction E to the General Instructions to Form S-8, the Registrant is registering the additional 8,000,000 shares of Common Stock, which may be offered and sold under the Second Amended 2008 Incentive Plan pursuant to this Registration Statement, and the contents of the 2008 Registration Statement, as supplemented, amended or superseded by the 2010 Registration Statement, are incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth herein.

Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers any additional shares of the Registrant's Common Stock that become issuable under the Second Amended 2008 Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents heretofore filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011;
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the annual report referred to in paragraph (a) above; and
- (3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3 (No. 333-179744) filed pursuant to the Securities Act on February 27, 2012, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed on Form 8-K.

ITEM 8. EXHIBITS.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

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-8 and has duly caused this 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 May 25, 2012.

HESS CORPORATION

By: /s/ John P. Rielly
Name: John P. Rielly
Title: Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John B. Hess, Timothy B. Goodell and John P. Rielly, each of them acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable the Registrant to comply with the Securities Act and any rules, regulations or requirements of the Commission in respect thereof, including, without limitation, the power and authority to sign his or her name in any and all capacities (including his or her capacity as a Director and/or Officer of the Registrant) to (i) the Registration Statement on Form S-8 or such other form as may be appropriate and any amendments thereto (including post-effective amendments), to be filed with the Commission registering shares of Common Stock of the Registrant reserved for issuance pursuant to the Second Amended 2008 Incentive Plan, and (ii) any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto (including post-effective amendments); and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John B. Hess</u> John B. Hess	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 25, 2012
<u>/s/ Samuel W. Bodman</u> Samuel W. Bodman	Director	May 25, 2012
<u>/s/ Nicholas F. Brady</u> Nicholas F. Brady	Director	May 25, 2012
<u>/s/ Gregory P. Hill</u> Gregory P. Hill	Director	May 25, 2012
<u>/s/ Edith E. Holiday</u> Edith E. Holiday	Director	May 25, 2012

<u>/s/ Thomas H. Kean</u> Thomas H. Kean	Director	May 25, 2012
<u>/s/ Risa Lavizzo-Mourey</u> Risa Lavizzo-Mourey	Director	May 25, 2012
<u>/s/ Craig G. Matthews</u> Craig G. Matthews	Director	May 25, 2012
<u>/s/ John H. Mullin</u> John H. Mullin	Director	May 25, 2012
<u>/s/ Frank A. Olson</u> Frank A. Olson	Director	May 25, 2012
<u>/s/ John P. Rielly</u> John P. Rielly	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 25, 2012
<u>/s/ Ernst H. von Metzsch</u> Ernst H. von Metzsch	Director	May 25, 2012
<u>/s/ F. Borden Walker</u> F. Borden Walker	Director	May 25, 2012
<u>/s/ Robert N. Wilson</u> Robert N. Wilson	Director	May 25, 2012

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
5	Opinion of White & Case LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of DeGolyer and MacNaughton.
23.3	Consent of White & Case LLP (included in the Opinion of White & Case LLP filed as Exhibit 5).
24	Powers of Attorney (included on the Signature Page of this registration statement).
99	Second Amendment to the 2008 Long-Term Incentive Plan of the Registrant, incorporated by reference to Annex A of the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on March 23, 2012.

[Letterhead of White & Case LLP]

May 25, 2012

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

Re: 8,000,000 Shares of Common Stock reserved for issuance pursuant to the Hess Corporation 2008 Long-Term Incentive Plan, as amended

Ladies and Gentlemen:

We are familiar with the proceedings taken and proposed to be taken by Hess Corporation, a Delaware corporation (the "Company"), in connection with the registration pursuant to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of 8,000,000 shares of its Common Stock, par value \$1.00 per share (the "Common Stock"), reserved for issuance pursuant to the Hess Corporation 2008 Long-Term Incentive Plan, as amended (the "Plan").

We have examined such documents, certificates, records, authorizations and proceedings and have made such investigations as we have deemed necessary or appropriate in order to give the opinion expressed herein.

Based on the foregoing, it is our opinion that the 8,000,000 shares of Common Stock referred to above have been duly authorized by the Company, and when issued as provided under the Plan, will be validly issued, fully paid and non-assessable shares of Common Stock of the Company.

We do not undertake to advise you of any changes in our opinion expressed herein resulting from matters that may arise after the date of this letter or that hereinafter may be brought to our attention. We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

DJ/BS/EG/RK

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Hess Corporation 2008 Long-Term Incentive Plan, as amended, of our reports dated February 27, 2012, with respect to the consolidated financial statements and schedule of Hess Corporation and the effectiveness of internal control over financial reporting of Hess Corporation and our report dated February 27, 2012 with respect to the financial statements of HOVENSA L.L.C., included in Hess Corporation's Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

May 25, 2012

DeGOLYER AND MacNAUGHTON
5001 SPRING VALLEY ROAD
SUITE 800 EAST
DALLAS, TEXAS 75244

May 25, 2012

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

Ladies and Gentlemen:

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 (including any amendments thereto) to be filed by Hess Corporation with the United States Securities and Exchange Commission with respect to the Hess Corporation 2008 Long-Term Incentive Plan, as amended, of the name DeGolyer and MacNaughton, of references to DeGolyer and MacNaughton as an independent petroleum engineering consulting firm, and of references to our third party letter report dated January 31, 2012, containing our opinion on the proved reserves attributable to certain properties owned by Hess Corporation, as of December 31, 2011 (our Report), under the heading "Oil and Gas Reserves" – "Reserves Audit" in Hess Corporation's Annual Report on Form 10-K for the year ended December 31, 2011, and to the incorporation by reference of our Report, included as an exhibit to Hess Corporation's Annual Report on Form 10-K for the year ended December 31, 2011.

Very truly yours,

/s/ DeGolyer and MacNaughton
DeGOLYER and MacNAUGHTON
Texas Registered Engineering Firm F-716