HESS CORP Form 4 September 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person _ HESS JOHN B		2. Issuer Name and Ticker or Trading Symbol HESS CORP [HES]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)) (Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	_X_ DirectorX_ 10% Owner			
HESS CORPORATI	ION, 1185	09/13/2012	X Officer (give title Other (specify below)			
AVENUE OF THE	AMERICAS		Chairman of the Board and CEO			
(Stree	t)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
			X Form filed by One Reporting Person			
NEW VORK NV 10	0036		Form filed by More than One Reporting			

Person

NEW YORK, NY 10036

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock, \$1.00 par value	09/13/2012		J <u>(1)</u>	185,719	` ′	\$ 0	0 (2)	I	See Note 2
Common Stock, \$1.00 par value	09/13/2012		J <u>(1)</u>	177,313	A	\$ 0	359,356	D	
Common Stock, \$1.00 par value	09/14/2012		J <u>(3)</u>	175,000	D	\$ 0	184,356 <u>(4)</u>	D	

Edgar Filing: HESS CORP - Form 4

Common

Stock, 9/14/2012 $J_{\underline{(3)}}$ 175,000 A \$ 0 175,000 $\underline{(5)}$ I See Note 5

value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

HESS JOHN B HESS CORPORATION

1185 AVENUE OF THE AMERICAS X X Chairman of the Board and CEO

NEW YORK, NY 10036

Signatures

George C. Barry for John
B. Hess

09/14/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 177,313 shares distributed to the reporting person from a previously reported trust referred to in Note 2. This transaction represents a change only in the nature of beneficial ownership with respect to these shares. 8,406 shares were distributed to a trust as to which the

Reporting Owners 2

Edgar Filing: HESS CORP - Form 4

reporting person has no reporting obligation.

- (2) Held by a previously reported trust established for the benefit of the reporting person. The reporting person is the trustee of the trust.
- (3) Contributed to a newly established trust referred to in Note 5. This transaction represents a change only in the nature of beneficial ownership.
- This amount includes 181,198 shares held in escrow pursuant to the Corporation's 2008 Long Term Incentive Plan. The reporting person (4) has only voting power of these shares until the 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.
- (5) Held by a newly established trust established for the benefit of the reporting person. The reporting person is the trustee of the trust. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.