

HESS CORP
Form 4
February 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROUCH CLYDE E

(Last) (First) (Middle)

**HESS CORPORATION, 1185
AVENUE OF THE AMERICAS**

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HESS CORP [HES]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	02/07/2007		M ⁽¹⁾		24,000	A	\$ 24.14
Common Stock, \$1.00 par value	02/07/2007		S		1,526	D	\$ 54
Common Stock, \$1.00 par value	02/07/2007		S		400	D	\$ 53.99
							94,626 ⁽²⁾
							93,100
							92,700

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Common Stock, \$1.00 par value	02/07/2007	S	1,200	D	\$ 53.98	91,500	D
Common Stock, \$1.00 par value	02/07/2007	S	600	D	\$ 53.97	90,900	D
Common Stock, \$1.00 par value	02/07/2007	S	3,100	D	\$ 53.96	87,800	D
Common Stock, \$1.00 par value	02/07/2007	S	1,200	D	\$ 53.95	86,600	D
Common Stock, \$1.00 par value	02/07/2007	S	4,800	D	\$ 53.93	81,800	D
Common Stock, \$1.00 par value	02/07/2007	S	600	D	\$ 53.92	81,200	D
Common Stock, \$1.00 par value	02/07/2007	S	1,000	D	\$ 53.91	80,200	D
Common Stock, \$1.00 par value	02/07/2007	S	3,900	D	\$ 53.9	76,300	D
Common Stock, \$1.00 par value	02/07/2007	S	13,300	D	\$ 53.89	63,000 ⁽³⁾	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 24.14 (4)	02/07/2007		M	24,000 (4)	06/02/2006	06/02/2014	Common Stock, \$1.00 par value	24,000 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROUCH CLYDE E HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Senior Vice President	

Signatures

George C. Barry for Clyde E. Crouch 02/08/2007

**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) Common Stock acquired upon exercise of options granted under the Issuer's Second Amended and Restated 1995 Long-Term Incentive Plan.
- (2) Reflects an additional 47,084 shares paid as a stock dividend in connection with a 3 for 1 stock split effected on May 31, 2006. These shares are 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.
- (4) Reflects antidilution adjustment which reduced exercise price to \$24.14 and increased outstanding options by 16,000 as a result of a 3 for 1 stock split effected on May 31, 2006.

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.