

HESS CORP
Form 4
June 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Hill Gregory P.

(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)
06/03/2013

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)
Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$1.00 par value	06/03/2013		M ⁽¹⁾		24,250	A	\$ 56.43
					101,451		
Common Stock, \$1.00 par value	06/03/2013		S		24,250	D	\$ 68.6707
					77,201		
Common Stock, \$1.00 par value	06/03/2013		M ⁽¹⁾		24,250	A	\$ 56.43
					101,451		

Common
 Stock, \$1.00 par value 06/03/2013 S 24,250 D \$ 68.726 77,201 ⁽²⁾ 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)

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	\$ 56.43	06/03/2013		M	24,250	02/04/2010 02/04/2019	Common Stock, \$1.00 par value 24,250
Option to purchase Common Stock	\$ 56.43	06/03/2013		M	24,250	02/04/2011 02/04/2019	Common Stock, \$1.00 par value 24,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Gregory P. HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Executive Vice President	

Signatures

George C. Barry for Gregory P. Hill 06/04/2013

__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 Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan.

This amount includes 65,306 shares held in escrow pursuant to the Corporation's 2008 Long-Term Incentive Plan. The reporting person

(2) 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.

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. WIDTH="100%" BORDER=0 CELLSPACING=0 CELLPADDING=0> TODHUNTER INTERNATIONAL, INC.

By:

/s/ JAY S. MALTBY

Jay S. Maltby, Chairman of the Board,
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<p>/s/ Jay S. Maltby</p> <hr/> <p>Jay S. Maltby</p>	<p>Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)</p>	<p>April 12, 2004</p>
<p>/s/ Ezra Shashoua</p> <hr/> <p>Ezra Shashoua</p>	<p>Executive Vice President and Chief Financial officer (Principal Financial and Accounting Officer)</p>	<p>April 12, 2004</p>
<p>/s/ Michael E. Carballo</p> <hr/> <p>Michael E. Carballo</p>	<p>Director</p>	<p>April 12, 2004</p>
<p>/s/ Joseph R. Cook</p> <hr/> <p>Joseph R. Cook</p>	<p>Director</p>	<p>April 12, 2004</p>
<p>/s/ Donald L. Kasun</p> <hr/> <p>Donald L. Kasun</p>	<p>Director</p>	<p>April 12, 2004</p>
<p>/s/ Edward F. McDonnell</p> <hr/> <p>Edward F. McDonnell</p>	<p>Director</p>	<p>April 12, 2004</p>
<p>/s/ D. Chris Mitchell</p> <hr/> <p>D. Chris Mitchell</p>	<p>Director</p>	<p>April 12, 2004</p>
<p>/s/ Leonard G. Rogers</p> <hr/>	<p>Director</p>	<p>April 12, 2004</p>

Leonard G. Rogers

/s/ Thomas A. Valdes

Director

April 12, 2004

Thomas A. Valdes

5

EXHIBIT INDEX

- 3.1 Amended and Restated Certificate of Incorporation of Todhunter International, Inc.(1)
- 3.2 Amended and Restated By-Laws of Todhunter International, Inc.(2)
- 5.1 Opinion of Gunster, Yoakley & Stewart P.A. regarding the legality of the securities being offered hereby*
- 10.6 Todhunter International, Inc. 2004 Stock Option Plan(3)
- 23.1 Consent of McGladrey & Pullen, LLP*
- 23.2 Consent of Gunster, Yoakley & Stewart P.A. (contained in Exhibit 5.1)

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- (1) Incorporated herein by reference to the Company's Registration Statement on Form S-1 (File No. 33-50848).
 - (2) Incorporated herein by reference to the Company's Current Report on Form 8-K for November 17, 1999.
 - (3) Incorporated herein by reference to Exhibit C to the Company's Supplemental Material to be included with the 2004 Proxy Statement, filed with the Commission on February 24, 2004.
- *
Filed herewith.

6

QuickLinks

INTRODUCTION

PART I Information Required in the Section 10(a) Prospectus

Item 1. Plan Information.

Item 2. Registration Information and Employee Plan Annual Information.

PART II Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

Item 6. Indemnification of Directors and Officers.

Item 8. Exhibits.

Item 9. Undertakings.

SIGNATURES

Explanation of Responses:

EXHIBIT INDEX