

HESS CORP  
Form 4  
December 08, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
HESS JOHN B

(Last) (First) (Middle)

C/O 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 [AHC]

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2006

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)

Chairman of the Board & CEO

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 or Price		
Common Stock, \$1.00 par value	12/07/2006		S <sup>(1)</sup>		100	D	\$ 51.12 2,013,041 D
Common Stock, \$1.00 par value	12/07/2006		S		100	D	\$ 51.07 2,012,941 D
Common Stock, \$1.00 par value	12/07/2006		S		100	D	\$ 50.9 2,012,841 D
Common Stock, \$1.00	12/07/2006		S		100	D	\$ 51.22 2,012,741 D

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par value							
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 50.95	2,012,641	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.49	2,012,541	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.69	2,012,441	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.62	2,012,341	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.53	2,012,241	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.65	2,012,141	D
Common Stock, \$1.00 par value	12/07/2006	S	200	D	\$ 51.92	2,011,941	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.71	2,011,841	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.79	2,011,741	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.5	2,011,641	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.54	2,011,541	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.7	2,011,441	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.96	2,011,341	D
Common Stock, \$1.00 par value	12/07/2006	S	100	D	\$ 51.82	2,011,241	D

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Common Stock, \$1.00 par value	12/07/2006		S	100	D	\$ 51.73	2,011,141	D
Common Stock, \$1.00 par value	12/07/2006		S	300	D	\$ 51.68	2,010,841	D
Common Stock, \$1.00 par value	12/07/2006		S	100	D	\$ 51.56	2,010,741	D
Common Stock, \$1.00 par value	12/07/2006		S	100	D	\$ 51.44	2,010,641	D <sup>(2)</sup>

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS JOHN B C/O HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	X	Chairman of the Board & CEO	

## Signatures

George C. Barry for John  
B. Hess

12/08/2006

\_\_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) The sales of shares set forth here in are made in connection with a selling plan dated August 1, 2006 that is intended to comply with Rule 10b5-1(c).  
This amount includes 630,000 shares 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 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.
- (2)

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