

HESS CORP
Form 4
August 02, 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 *
SANDISON GEORGE

(Last) (First) (Middle)
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)
08/01/2006

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$1.00 par value	08/01/2006		M ⁽¹⁾		9,000	A	\$ 20.09
					82,500 ⁽²⁾	D	
Common Stock, \$1.00 par value	08/01/2006		S		9,000	D	\$ 52.3089
					73,500	D	
Common Stock, \$1.00 par value	08/01/2006		M ⁽¹⁾		24,000	A	\$ 24.14
					97,500	D	

Common Stock, \$1.00 par value 08/01/2006 S 24,000 D \$ 52.5 73,500 ⁽⁵⁾ D

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.

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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)	Amount or Number of Shares
Option to purchase common stock	\$ 20.09 ⁽³⁾	08/01/2006		M	9,000 ⁽³⁾	Date Exercisable: 12/05/2002 Expiration Date: 12/05/2011	Common Stock, \$1.00 par value	9,000
Option to purchase common stock	\$ 24.14 ⁽⁴⁾	08/01/2006		M	24,000 ⁽⁴⁾	Date Exercisable: 06/02/2005 Expiration Date: 06/02/2014	Common Stock, \$1.00 par value	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDISON GEORGE 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Senior Vice President	

Signatures

Geroge C. Barry for George Sandison 08/02/2006

 **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) Common stock acquired upon exercise of options granted under the Issuer's Second Amended and Restated 1995 Long-Term Incentive Plan.
- (2) Reflects additional 49,000 shares paid as a stock dividend in connection with a 3 for 1 stock split effected on May 31, 2006.
- (3) Reflects antidilution adjustment which reduced exercise price to \$20.09 and increased outstanding option by 6,000 shares as a result of a 3 for 1 stock split effected on May 31, 2006.
- (4) Reflects antidilution adjustment which reduced exercise price to \$24.14 and increase outstanding options by 16,000 shares as a result of a 3 for 1 stock split effective on May 31, 2006.

This amount includes 34,800 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 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) 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.