

HESS CORP
Form 4
March 05, 2007

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)

**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)
03/02/2007

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)
Chairman of the Board and 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	(A) or (D)	Price			
Common Stock, \$1.00 par value	03/02/2007		S ⁽¹⁾		600	D	\$ 53.79	12,166,779	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007		S		200	D	\$ 53.71	12,166,579	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007		S		300	D	\$ 53.76	12,166,279	I	Charitable Lead Annuity Trust ⁽²⁾

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Common Stock, \$1.00 par value	03/02/2007	S	400	D	\$ 53.67	12,165,879	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	400	D	\$ 53.63	12,165,479	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	400	D	\$ 53.75	12,165,079	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	300	D	\$ 53.56	12,164,779	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	100	D	\$ 53.55	12,164,679	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	300	D	\$ 53.65	12,164,379	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	300	D	\$ 53.72	12,164,079	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	100	D	\$ 53.57	12,163,979	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	200	D	\$ 53.73	12,163,779	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	100	D	\$ 53.97	12,163,679	I	Charitable Lead Annuity Trust ⁽²⁾
Common Stock, \$1.00 par value	03/02/2007	S	200	D	\$ 53.16	12,163,479	I	Charitable Lead Annuity Trust ⁽²⁾
	03/02/2007	S	200	D		12,163,279	I	

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 herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated August 1, 2006, as amended February 5, 2007, that is intended to comply with Rule 10b5-1(c).
- (2) Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees 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.