

HESS CORP  
Form 4  
March 26, 2008

**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 \*  
**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)  
**03/25/2008**

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	03/25/2008		S <sup>(1)</sup>		100	D	\$ 90.14	11,117,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008		S		100	D	\$ 89.95	11,117,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008		S		100	D	\$ 89.14	11,117,329	I	Charitable Lead Annuity Trust

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Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 90.23	11,117,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	200	D	\$ 89.72	11,117,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.83	11,116,929	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.85	11,116,829	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.87	11,116,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.58	11,116,629	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.53	11,116,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.26	11,116,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.46	11,116,329	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	300	D	\$ 89.7	11,116,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.67	11,115,929	I	Charitable Lead Annuity Trust
	03/25/2008	S	100	D		11,115,829	I	

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Common Stock, \$1.00 par value					\$ 89.77			Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.69	11,115,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.47	11,115,629	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.32	11,115,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	100	D	\$ 89.55	11,115,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	3,000	D	\$ 90	11,112,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	600	D	\$ 90.02	11,111,829	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	600	D	\$ 90.05	11,111,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	1,927	D	\$ 90.01	11,109,302	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/25/2008	S	73	D	\$ 90.17	11,109,229 <sup>(2)</sup>	I	Charitable Lead Annuity Trust

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

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SEC 1474  
(9-02)

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**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 Owned Following Transaction (Instr. 3)
						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 HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	X	Chairman of the Board and CEO	

**Signatures**

George C. Barry for John  
B. Hess 03/25/2008

\_\_\_\_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 herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated March 20, 2008 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.