

Edgar Filing: HESS JOHN B - Form SC 13G/A

HESS JOHN B  
Form SC 13G/A  
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A  
(Amendment No. 4)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(B)

AMERADA HESS CORPORATION  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

023551 10 4  
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(CUSIP Number)

December 31, 2002  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

Rule 13d-1 (b)  
 Rule 13d-1 (c)  
Rule 13d-1 (d)

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CUSIP NO. 023551 10 4

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NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas F. Brady

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

5. SOLE VOTING POWER 33,500 shares  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH See Note 8

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 33,500 shares

8. SHARED DISPOSITIVE POWER 6,743,954 shares  
See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,777,454 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.60%

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12.

TYPE OF REPORTING PERSON\*

IN

PAGE 2 OF 5 PAGES

CUSIP NO. 023551 10 4

1.

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER 9,751,804 shares

See Note 1, Note 2 and Note 4.

6. SHARED VOTING POWER 2,945,627 shares

See Note 3 and Note 9.

7. SOLE DISPOSITIVE POWER 1,805,084 shares

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See Note 2 and Note 4.

8. SHARED DISPOSITIVE POWER 10,848,959 shares

See Note 1, Note 2, Note 3 and Note 9.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,704,043 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
14.09%

12. TYPE OF REPORTING PERSON\*  
IN

PAGE 3 OF 5 PAGES

CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Thomas H. Kean

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

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4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER 3,600 shares

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER 3,600 shares

8. SHARED DISPOSITIVE POWER 6,743,954 shares

See Note 1.

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,747,554 shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.57%

12.

TYPE OF REPORTING PERSON\*

IN

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CUSIP NO. 023551 10 4

1.

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Burton T. Lefkowitz

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER none

6. SHARED VOTING POWER 2,145,627 shares

See Note 3.

7. SOLE DISPOSITIVE POWER none

8. SHARED DISPOSITIVE POWER 8,889,581 shares

See Note 1 and Note 3.

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9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,889,581 shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.97%

12.

TYPE OF REPORTING PERSON\*

IN

PAGE 5 OF 5 PAGES

CUSIP NO. 023551 10 4

1.

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Y. Schreyer

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

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United States of America

|  |  |                                |                          |
|--|--|--------------------------------|--------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 5.   | SOLE VOTING POWER              | 336,469 shares           |
|  |  | See Note 5 and Note 6.         |                          |
|  | 6.   | SHARED VOTING POWER            | 2,175,962 shares         |
|  |  | See Notes 3 and 7.             |                          |
|  | 7.   | SOLE DISPOSITIVE POWER         | 318,434 shares           |
|  |  | See Note 5 and Note 6.         |                          |
|  | 8.   | SHARED DISPOSITIVE POWER       | 8,919,916 shares         |
|  |  | See Note 1, Note 3 and Note 7. |                          |
| 9.   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON             |                                |                          |
|  | 9,258,350 shares   |                                |                          |
| 10.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |                                | <input type="checkbox"/> |
| 11.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                          |                                |                          |
|  | 10.35%   |                                |                          |
| 12.  | TYPE OF REPORTING PERSON*  |                                |                          |
|  | IN   |                                |                          |

Notes to 13G

Note 1. This amount includes 4,265,136 shares held by a charitable lead

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annuity trust established under the will of Leon Hess and 2,478,818 shares held by an inter vivos trust for the benefit of Mr. John B. Hess' mother. Mr. John B. Hess has sole voting power over the stock held by these trusts and shares dispositive power over such stock with the other filing persons, who are the other trustees of these trusts.

- Note 2. This amount includes 105,874 shares held by a trust for the benefit of Mr. Hess' mother of which Mr. Hess is trustee. Mr. Hess has sole voting and dispositive power over the shares of Issuer held by this trust. This amount also includes an aggregate of 746,188 shares held by two trusts for the benefit of Mr. Hess' siblings and 44,438 shares held directly by Mr. Hess' siblings, as to which Mr. Hess has sole voting power and shares dispositive power pursuant to a shareholders agreement among, inter alia, Mr. Hess and his siblings. This figure also includes 278,295 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power; an aggregate of 453,322 shares held by four trusts for the benefit of Mr. Hess and his heirs, of which Mr. Hess is trustee and has sole voting and dispositive power; 368,752 shares held by a trust of which Mr. Hess' spouse is trustee but as to which he has sole voting power and shared dispositive power pursuant to a shareholders agreement between, inter alia, Mr. Hess and his spouse, as trustee; 50,000 shares of restricted stock held in escrow under the Issuer's incentive compensation plan as to which Mr. Hess has voting but not dispositive power; and 954,000 shares underlying options to purchase Common Stock of the Issuer, as to which he has sole voting and dispositive power only upon exercise of such options.
- Note 3. This amount includes 2,145,627 shares held by the Hess Foundation, Inc. of which Messrs. Hess, Lefkowitz and Schreyer are directors and share voting and dispositive power.
- Note 4. Represents 13,593 shares vested in the name of John B. Hess under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Hess has sole dispositive power with respect to all these shares and sole voting power with respect to 6,981 of such shares.
- Note 5. This amount includes 37,000 shares owned directly by Mr. Schreyer; 20,000 shares of restricted stock held in escrow for Mr. Schreyer under the Issuer's incentive compensation plans over which Mr. Schreyer has voting but not dispositive power; and, 277,500 shares underlying options to purchase Common Stock of Issuer, as to which he has sole voting and dispositive power only upon exercise of such options.
- Note 6. This amount includes 3,934 shares vested in the name of John Y. Schreyer under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Schreyer has sole dispositive power with respect to all these shares and sole voting power with respect to 1,969 of such shares.
- Note 7. This amount includes 30,335 shares held by four trusts as to which Mr. Schreyer has shared voting and dispositive power.
- Note 8. This amount includes 2,000 shares held by a limited liability company of which Mr. Brady is the managing member and as to which he has sole voting and dispositive power.
- Note 9. This amount includes 800,000 shares held by a trust for the benefit of Mr. Hess' mother and her children. Mr. Hess is a co-trustee of this trust and shares voting and dispositive power

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with respect to these shares.

- Item 1(a). Name of Issuer:  
Amerada Hess Corporation
- Item 1(b). Address of Issuer's Principal Executive Offices:  
1185 Avenue of the Americas  
New York, NY 10036
- Item 2(a). Name of Person Filing:  
See respective cover pages.
- Item 2(b). Address of Principal Business Office or, if None, Residence:  
  
Nicholas F. Brady  
Darby Advisors  
16 North Washington Street  
Easton, MD 21601  
  
John B. Hess  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036  
  
Thomas H. Kean  
Drew University  
President's House  
36 Madison Avenue, Mead Hall  
Madison, NJ 07940-4005  
  
Burton T. Lefkowitz  
228 Delhi Road  
Scarsdale, New York 10583  
  
John Y. Schreyer  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036
- Item 2(c). Citizenship:  
United States of America
- Item 2(d). Title of Class of Securities:  
Common Stock

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Item 2(e). CUSIP Number:

023551 10 4

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

- (a) A broker or dealer registered under Section 15 of the Exchange Act.
- (b) A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) An investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) A group, in accordance with Rule 13d-1(b)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

|X|

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See respective cover pages.  
-----

(b) Percent of class:

See respective cover pages.  
-----

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(c) Number of shares as to which such person has:

See respective cover pages.  
-----

(i) Sole power to vote or to direct the vote

See respective cover pages.  
-----

(ii) Shared power to vote or to direct the vote

See respective cover pages.  
-----

(iii) Sole power to dispose or to direct the disposition of

See respective cover pages.  
-----

(iv) Shared power to dispose or to direct the disposition of

See respective cover pages.  
-----

Item 5. Ownership of Five Percent or Less of a Class.  
Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares. Such shares held by the estate of Leon Hess or by trusts established under the will of Leon Hess represent more than five percent of the outstanding class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
Not applicable

Item 8. Identification and Classification of Members of the Group.  
Not applicable

Item 9. Notice of Dissolution of Group.  
Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2003

-----  
(Date)

/s/Nicholas F. Brady

-----  
Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2003

-----  
(Date)

/s/ John B. Hess

-----  
John B. Hess

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2003

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-----  
(Date)

/s/ Thomas H. Kean  
-----

Thomas H. Kean

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2003  
-----

(Date)

/s/ Burton T. Lefkowitz  
-----

Burton T. Lefkowitz

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2003  
-----

(Date)

/s/ John Y. Schreyer  
-----

John Y. Schreyer