#### AMERADA HESS CORP

Form 4 May 20, 2005

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

COLLINS J BARCLAY			Symbol						Issuer			
	AMERA	AMERADA HESS CORP [AHC]						(Check all applicable)				
(Last)	(First)	(Middle)		3. Date of Earliest Transaction					V D			
1185 AVENUE OF THE AMERICAS				(Month/Day/Year) 05/19/2005					X Director 10% OwnerX Officer (give title Other (specify below)  Executive Vice President			
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mon	th/Day/Y	(ear)	)			Applicable Line)					
NEW YOR							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Ye:	ar) Execution	emed 3. 4. Securities Acquired ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  (A) or			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)				
C				Code	V	Amount	(D)	Price	(msu. 3 and 4)			
Common Stock, \$1.00 par value	05/19/2005			M(1)		3,000	A	\$ 58.13	118,501	D		
Common Stock, \$1.00 par value	05/19/2005			S		2,500	D	\$ 91.12	116,001	D		
Common Stock, \$1.00 par value	05/19/2005			S		500	D	\$ 91.17	115,501 (2)	D		

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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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative			Expiration Dat	e	Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Y	ear)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired						
	Derivative			(A) or						
	Security			Disposed of						
				(D)						
					(Instr. 3, 4,					
					and 5)					
										Amount
							Date	Expiration	T:41-	or Namel
							Exercisable	Date	Title	Number of
				Code V	(4)	(D)				Shares
				Code v	(A)	(D)				Silates
Option to									Common	
purchase									Stock,	
Common	\$ 58.13	05/19/2005		M		3,000	12/01/2000	12/01/2009	\$1.00 par	3,000
									_	
Stock									value	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer

Director 10% Owner Officer Other

COLLINS J BARCLAY

1185 AVENUE OF THE AMERICAS X Executive Vice President

NEW YORK, NY 10036

# **Signatures**

George C. Barry for J. Barclay
Collins
05/20/2005

\*\*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.
- This amount includes 87,000 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.

Reporting Owners 2

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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.