HESS CORP Form 4 March 25, 2008

FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HESS JOHN B**

AVENUE OF THE AMERICAS

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(First) (Middle) (Last)

HESS CORPORATION, 1185

3. Date of Earliest Transaction

HESS CORP [HES]

(Month/Day/Year) 03/24/2008

(Check all applicable)

_X__ 10% Owner _X_ Director _X__ Officer (give title __ Other (specify below) Chairman of the Board and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

(City)	(State)	(Zip) Tabl	e I - Non-L	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)
Common Stock, \$1.00 par value	03/24/2008		S <u>(1)</u>	100	D	\$ 90.67	11,124,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008		S	100	D	\$ 90.66	11,123,929	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008		S	100	D	\$ 90.53	11,123,829	I	Charitable Lead Annuity Trust

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Common Stock, \$1.00 par value	03/24/2008	S	200	D	\$ 90.47	11,123,629	Ι	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.47	11,123,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.41	11,123,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.41	11,123,329	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.4	11,123,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.37	11,123,129	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	200	D	\$ 90.34	11,122,929	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.44	11,122,829	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.46	11,122,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.63	11,122,629	Ι	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.51	11,122,529	I	Charitable Lead Annuity Trust
	03/24/2008	S	100	D		11,122,429	I	

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Common Stock, \$1.00 par value					\$ 90.59			Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	200	D	\$ 90.61	11,122,229	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.35	11,122,129	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 90.1	11,122,029	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.99	11,121,929	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 88.91	11,121,829	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.93	11,121,729	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.7	11,121,629	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.73	11,121,529	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	100	D	\$ 89.54	11,121,429	I	Charitable Lead Annuity Trust
Common Stock, \$1.00 par value	03/24/2008	S	200	D	\$ 89.23	11,121,229 (2)	I	Charitable Lead Annuity Trust

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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.	Date Exerc	cisable and	7. Title a	and	8. Price of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative		
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)		
	Derivative				Securities			(Instr. 3	and 4)			
	Security				Acquired							
					(A) or							
					Disposed							
					of (D)							
					(Instr. 3,							
					4, and 5)							
								Δ	mount			
								or				
						Date	Expiration	Title N				
							Exercisable	Date	of			
				Code V	(A) (D)				hares			
					(1-)			- 01				

Reporting Owners

Reporting Owner Name / Address	icationships					
	Director	10% Owner	Officer	Other		

Dolotionchine

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 03/25/2008 B. Hess

**Signature of Reporting Person

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).
- 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 **(1)** March 20, 2008 that is intended to comply with Rule 10b5-1(c).
- Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five **(2)** 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.

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