HESS CORP Form 4 February 09, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction **SECURITIES**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GOLUB HARVEY**

(First) (Middle) (Last)

1185 AVENUE OF THE **AMERICAS**

(Street)

4. If Amendment, Date Original

Symbol

HESS CORP [HES]

(Month/Day/Year)

02/05/2016

3. Date of Earliest Transaction

Filed(Month/Day/Year)

NEW YORK, NY 10036

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

7. Nature of

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

6. Ownership

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				
				Code	V	(Α) (Ε	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Depositary Shares - 8% Mandatory Convertible Preferred Stock (1)	<u>(2)</u>	02/05/2016		P		20,000	02/10/2016	(2)	Common Stock	(2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GOLUB HARVEY
1185 AVENUE OF THE AMERICAS X
NEW YORK, NY 10036

Signatures

George C. Barry for Harvey
Golub
02/09/2016

**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) Each depository share represents 1/20 of a share of the Corporation's 8% Series A Mandatory Convertible Preferred Stock.
 - 20,000 depositary shares generally convert into a minimum of 21,822 shares of the Corporation's common stock and a maximum of 25,642 shares of common stock depending on the date of conversion and the market value of the Corporation's Common Stock, subject to
- (2) 25,642 shares of common stock depending on the date of conversion and the market value of the Corporation's Common Stock, subject to certain adjustments. The depositary shares mandatarily convert into common stock on or about February 1, 2019.

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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