

HESS CORP

Form 4

February 08, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROUCH CLYDE E

(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)
02/07/2007

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) below)

Senior Vice President

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)
Common Stock, \$1.00 par value	02/07/2007		M ⁽¹⁾	24,000 A	\$ 24.14 94,626 ⁽²⁾	D	
Common Stock, \$1.00 par value	02/07/2007		S	1,526 D	\$ 54 93,100	D	
Common Stock, \$1.00 par value	02/07/2007		S	400 D	\$ 53.99 92,700	D	

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Common Stock, \$1.00 par value	02/07/2007	S	1,200	D	\$ 53.98	91,500	D
Common Stock, \$1.00 par value	02/07/2007	S	600	D	\$ 53.97	90,900	D
Common Stock, \$1.00 par value	02/07/2007	S	3,100	D	\$ 53.96	87,800	D
Common Stock, \$1.00 par value	02/07/2007	S	1,200	D	\$ 53.95	86,600	D
Common Stock, \$1.00 par value	02/07/2007	S	4,800	D	\$ 53.93	81,800	D
Common Stock, \$1.00 par value	02/07/2007	S	600	D	\$ 53.92	81,200	D
Common Stock, \$1.00 par value	02/07/2007	S	1,000	D	\$ 53.91	80,200	D
Common Stock, \$1.00 par value	02/07/2007	S	3,900	D	\$ 53.9	76,300	D
Common Stock, \$1.00 par value	02/07/2007	S	13,300	D	\$ 53.89	63,000 ⁽³⁾	D

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.

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(9-02)

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

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to purchase Common Stock	\$ 24.14 (4)	02/07/2007		M	24,000 (4)	06/02/2006 06/02/2014	Common Stock, \$1.00 par value 24,000 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROUCH CLYDE E HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Senior Vice President

Signatures

George C. Barry for Clyde E.
Crouch 02/08/2007

__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.
- (2) Reflects an additional 47,084 shares paid as a stock dividend in connection with a 3 for 1 stock split effected on May 31, 2006.
These shares are held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The
- (3) reporting person has only voting power of these shares until 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.
- (4) Reflects antidilution adjustment which reduced exercise price to \$24.14 and increased outstanding options by 16,000 as a result of a 3 for 1 stock split effected on May 31, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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