HESS CORP Form 4 February 09, 2016

FORM 4

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

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Check this box

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

HESS CORP [HES]

(Middle)

(Zip)

(Check all applicable)

HESS CORPORATION, 1185

(Street)

(State)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X 10% Owner X_ Officer (give title __Other (specify below)

AVENUE OF THE AMERICAS

4. If Amendment, Date Original

P

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/05/2016

Applicable Line)

X 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

NEW YORK, NY 10036

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common

value

Stock. 02/05/2016 \$1.00 par

Amount (D) Price

51.282 A

(A)

\$ 39 1,910,242 (1)

Transaction(s) (Instr. 3 and 4)

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

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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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Depositary Shares - 8% Mandatory Convertible Preferred Stock (2)	(3)	02/05/2016		P	200,000	02/10/2016	(3)	Common Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporaing of more a sum of a sum of	Director	10% Owner	Officer	Other		
HESS JOHN B						
HESS CORPORATION	X	X	Chief Evenutive Officer			
1185 AVENUE OF THE AMERICAS			Chief Executive Officer			
NEW YORK, NY 10036						

Signatures

George C. Barry for John
B. Hess
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).
- This amount includes 96,867 shares held in escrow pursuant to the Corporation's 2008 Long Term Incentive Plan. The reporting person (1) 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.
- (2) Each depository share represents 1/20 of a share of the Corporation's 8% Series A Mandatory Convertible Preferred Stock.
- 200,000 depositary shares generally convert into a minimum of 218,220 shares of the Corporation's common stock and a maximum of 256,420 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 mandatorily 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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