

HESS CORP  
Form 4  
March 06, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hill Gregory P.

(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)

03/04/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President and COO

6. Individual or Joint/Group Filing(Check  
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**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$1.00 par<br>value | 03/04/2014                              |                                                             | S <sup>(1)</sup>                     | 8,040 D                                                                 | \$<br>80.22 67,161                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$1.00 par<br>value | 03/04/2014                              |                                                             | A                                    | 13,511 A                                                                | \$ 0 80,672 <sup>(2)</sup>                                                                                         | 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**

SEC 1474  
(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) | 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 Security (Instr. 3 and 4) |                 |                                |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title                          | Amount or Number of Shares |
| 2014 Performance Share Unit <sup>(3)</sup> | \$ 0                                                   | 03/04/2014                           |                                                    | A                              |                                                                                         | 36,227                                                   |     | <u>(4)</u>                                                  | <u>(4)</u>      | Common Stock, \$1.00 par value | 72,4                       |
| Option to purchase Common Stock            | \$ 80.35                                               | 03/04/2014                           |                                                    | A                              |                                                                                         | 13,676                                                   |     | 03/04/2015                                                  | 03/04/2024      | Common Stock, \$1.00 par value | 13,6                       |
| Option to purchase Common Stock            | \$ 80.35                                               | 03/04/2014                           |                                                    | A                              |                                                                                         | 13,676                                                   |     | 03/04/2016                                                  | 03/04/2024      | Common Stock, \$1.00 par value | 13,6                       |
| Option to purchase Common Stock            | \$ 80.35                                               | 03/04/2014                           |                                                    | A                              |                                                                                         | 13,676                                                   |     | 03/04/2017                                                  | 03/04/2024      | Common Stock, \$1.00 par value | 13,6                       |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |                   |       |
|------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                          | Director      | 10% Owner | Officer           | Other |
| Hill Gregory P.<br>HESS CORPORATION<br>1185 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | President and COO |       |

## Signatures

George C. Barry for Gregory P. Hill 03/06/2014

\_\_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) Shares sold solely to satisfy tax withholding on vesting of shares of restricted stock.

Reflects award of restricted stock. This amount includes 58,257 shares held in escrow pursuant to the Corporation's 2008 Long-Term

(2) Incentive Plan. The 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.

Each Performance Share Unit entitles the holder to a payout of shares of Hess common stock equal to between 0% and 200% of such

(3) Performance Share Unit depending on the relative performance of the total shareholder return of Hess common stock compared with that of its peers over a three year performance period ending December 31, 2016, as more particularly described in the applicable award agreement.

(4) Not applicable

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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