HESS CORP Form 4 March 08, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

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

2. Issuer Name and Ticker or Trading

SECURITIES

1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * Slentz Andrew P

(First)

(Street)

(State)

Symbol

(Middle)

(Zip)

HESS CORP [HES]

3. Date of Earliest Transaction (Month/Day/Year) 03/06/2017

1185 AVENUE OF THE **AMERICAS**

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

below) Senior Vice President

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

NEW YORK, NY 10036

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common

Stock. \$1.00 par

value

03/06/2017

Α

4.899

\$0 Α

10,185 (1)

D

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.

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transactio 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 Underlying Securiti (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|--|--------------------|--|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| 2017 Performance Share Unit (2) | \$ 0 | 03/06/2017 | | A | 14,188 | <u>(3)</u> | (3) | Common Stock, \$1.00 par value | 28,3 |
| Option to purchase Common Stock | \$ 51.03 | 03/06/2017 | | A | 5,743 | 03/06/2018 | 03/06/2027 | Common Stock, \$1.00 par value | 5,74 |
| Option to purchase Common Stock | \$ 51.03 | 03/06/2017 | | A | 5,743 | 03/06/2019 | 03/06/2027 | Common Stock, \$1.00 par value | 5,74 |
| Option to purchase Common Stock | \$ 51.03 | 03/06/2017 | | A | 5,743 | 03/06/2020 | 03/06/2027 | Common Stock, \$1.00 par value | 5,74 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | |
| Slentz Andrew P 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | Senior Vice President | | | |

Signatures

Barry Schachter for Andrew P. 03/08/2017 Slentz

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- These shares are held in escrow pursuant to the Corporation's 2008 Long Term 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
 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, 2019, as more particularly described in the applicable award agreement.
- (3) 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. 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.