**HESS CORP** Form 4 March 06, 2014

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Number:

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Fishman Eric S.

> (First) (Middle)

HESS CORPORATION, 1185 **AVENUE OF THE AMERICAS** 

(Street)

NEW YOK, NY 10036

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)

3.

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Check all applicable)

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

Vice President and Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities TransactionAcquired (A) or 5. Amount of Securities Beneficially Owned Following Reported

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

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock. \$1.00 par

value

03/04/2014

2.334 \$0 Α Α

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.

9,440 (1)

### Edgar Filing: HESS CORP - Form 4

# 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. Transactic Code (Instr. 8)	5. Number on 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
2014 Performance Share Unit (2)	\$ 0	03/04/2014		A	2,086	<u>(3)</u>	(3)	Common Stock, \$1.00 par value	4,172

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Fishman Eric S. HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YOK, NY 10036			Vice President and Treasurer			

## **Signatures**

George C. Barry for Eric S.
Fishman
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).
- Reflects award of restricted stock. These shares are held in escrow pursuant to the Corporation's 2008 Long-Term Incentive Plan and Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person 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.
- 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 sharholder 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.
- (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.

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