

Lynch Richard D.
Form 3
April 06, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Lynch Richard D.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/02/2018

3. Issuer Name **and** Ticker or Trading Symbol
HESS CORP [HES]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

C/O HESS
CORPORATION,Â 1185
AVENUE OF THE AMERICAS

(Street)

NEW YORK,Â NYÂ 10036

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$1.00 par value

33,363

D (1) Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to purchase Common Stock	03/03/2016	03/03/2025	Common Stock, \$1.00 par value	3,968	\$ 74.49	D	Â
Option to purchase Common Stock	03/03/2017	03/03/2025	Common Stock, \$1.00 par value	3,968	\$ 74.49	D	Â
Option to purchase Common Stock	03/03/2018	03/03/2025	Common Stock, \$1.00 par value	3,969	\$ 74.49	D	Â
2016 Performance Share Unit ⁽²⁾	03/01/2016	Â ⁽³⁾	Common Stock, \$1.00 par value	12,611	\$ 0	D	Â
Option to purchase Common Stock	03/01/2017	03/01/2026	Common Stock, \$1.00 par value	6,252	\$ 44.31	D	Â
Option to purchase Common Stock	03/01/2018	03/01/2026	Common Stock, \$1.00 par value	6,252	\$ 44.31	D	Â
Option to purchase Common Stock	03/01/2019	03/01/2026	Common Stock, \$1.00 par value	6,252	\$ 44.31	D	Â
2017 Performance Share Unit ⁽⁴⁾	03/06/2017	Â ⁽³⁾	Common Stock, \$1.00 par value	14,188	\$ 0	D	Â
Option to purchase Common Stock	03/06/2018	03/06/2027	Common Stock, \$1.00 par value	5,743	\$ 51.03	D	Â
Option to purchase Common Stock	03/06/2019	03/06/2027	Common Stock, \$1.00 par value	5,743	\$ 51.03	D	Â
Option to purchase Common Stock	03/06/2020	03/06/2027	Common Stock,	5,743	\$ 51.03	D	Â

2018 Performance Share Unit ⁽⁵⁾	03/06/2018	Â ⁽³⁾	Common Stock, \$1.00 par value	12,573	\$ 0	D	Â
Option to purchase Common Stock	03/06/2019	03/06/2028	Common Stock, \$1.00 par value	6,087	\$ 48.48	D	Â
Option to purchase Common Stock	03/06/2020	03/06/2028	Common Stock, \$1.00 par value	6,087	\$ 48.48	D	Â
Option to purchase Common Stock	03/06/2021	03/06/2028	Common Stock, \$1.00 par value	6,088	\$ 48.48	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Richard D. C/O HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â	Â	Â Senior Vice President	Â

Signatures

Barry Schachter for Richard D. Lynch 04/06/2018

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 13,219 shares held in escrow pursuant to the Corporation's Long Term Incentive Plans. The reporting person has
- (1) only voting power of these shares until lapsing of the period set by the Committee administering the Plans 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 2016 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, 2018, as more particularly described in the applicable award agreement.

- (3) Not applicable

- (4) Each 2017 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

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agreement.

- (5) Each 2018 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, 2020, as more particularly described in the applicable award agreement.

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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