

Goodell Timothy B.
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodell Timothy B.

(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)
03/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$1.00 par value | 03/06/2018 | | A | 8,251 | \$ 0 | D | |
| Common Stock, \$1.00 par value | 03/06/2018 | | S ⁽¹⁾ | 1,956 | \$ 48.71 | D | |
| Common Stock, \$1.00 par value | 03/07/2018 | | S ⁽¹⁾ | 1,852 | \$ 46.35 | D | (2) |

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

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(9-02)

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 |
| 2018 Performance Share Unit ⁽³⁾ | \$ 0 | 03/06/2018 | | A | 20,117 | <u>(4)</u> <u>(4)</u> | Common Stock, \$1.00 par value | 40,2 |
| Option to purchase Common Stock | \$ 48.48 | 03/06/2018 | | A | 9,739 | 03/06/2019 03/06/2028 | Common Stock, \$1.00 par value | 9,7 |
| Option to purchase Common Stock | \$ 48.48 | 03/06/2018 | | A | 9,739 | 03/06/2020 03/06/2028 | Common Stock, \$1.00 par value | 9,7 |
| Option to purchase Common Stock | \$ 48.48 | 03/06/2018 | | A | 9,740 | 03/06/2021 03/06/2028 | Common Stock, \$1.00 par value | 9,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodell Timothy B. HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | SVP, Gen. Counsel & Secretary | |

Signatures

Barry Schachter for Timothy B.
Goodell

03/08/2018

__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.

This amount includes 21,150 shares held in escrow pursuant to the Corporation's Long Term Incentive Plans. The reporting person has

(2) 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 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, 2020, 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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