#### Edgar Filing: Ziolo Mykel J. - Form 4

Ziolo Mykel Form 4	J.									
March 08, 20	)13									
	_							OMB A	PPROVAL	
FORM	<b>14</b> UNITED S	TATES SECUR Was	LITIES A hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check the			8 /					Expires:	January 31,	
if no long subject to Section 1 Form 4 o	GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response 0.5					
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	uant to Section 10 ) of the Public Ut 30(h) of the In	ility Hold	ling Com	ipany	Act o	f 1935 or Sectio	·		
(Print or Type F	Responses)									
Ziolo Mykel J. Sys			2. Issuer Name <b>and</b> Ticker or Trading Symbol HESS CORP [HES]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		Earliest Tra	1			(Chec	ck all applicable	e)	
``´	IUE OF THE	(Month/D 03/06/20	ay/Year)	ansaction			Director X Officer (give below) Senic		6 Owner er (specify nt	
	(Street)	4. If Ame	ndment, Dat	te Original			6. Individual or Jo	oint/Group Fili	ng(Check	
NEW YORI	K, NY 10036	Filed(Mon	th/Day/Year)				Applicable Line) _X_ Form filed by ( Form filed by M Person			
(City)	(State) (	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed	l (A) c l of (E 4 and	))	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Stock, \$1.00 par value	03/06/2013		А	8,299	А	\$0	74,850 <u>(1)</u>	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 required to respond unless the form displays a currently valid OMB control number.

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# 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 Performance Share Unit (2)	\$ 0	03/06/2013		А	8,299	<u>(3)</u>	(3)	Common Stock, \$1.00 par value	16,598	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Ziolo Mykel J. 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Senior Vice President			
Signatures						
George C. Barry for Mykel J. Ziolo	03/08/20	13				

\*\*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. This amount includes 28,056 shares 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

- (2) Informatice share of the relative performance of the total sharholder retain of ries common stock compared with that of its peers over a three year performance period ending December 31, 2015, 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.