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AMERADA HESS CORP
Form 8-K
November 24, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
November 19, 2003

Amerada Hess Corporation
(Exact name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Delaware (State or Other Jurisdiction of Incorporation) | No. 1 -1204 (Commission File Number) | No. 13-4921002 (IRS Employer Identification No.) |
| 1185 Avenue of the Americas New York, New York (Address of Principal Executive Offices) | | 10036 (Zip Code) |

Registrant's telephone number, including area code:
(212) 997-8500

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure.

This report on Form 8-K is filed in order to disclose the terms of Amerada Hess Corporation's (the "Company") 12,000,000 shares of 7.00% automatically convertible equity securities ("ACES") (plus an additional 1,500,000 shares that may be issued if the underwriters exercise their option), convertible into common stock, par value \$1.00 per share of the Company that were offered by a prospectus supplement dated November 19, 2003. The Certificate of Designation filed as an Exhibit to this report sets forth the authorization and designation of the ACES and fixes their powers, preferences and relative, optional and other special rights, and their qualifications, limitations and restrictions.

In connection with the offering of ACES we are also disclosing the underwriting agreement entered into by the Company and Goldman, Sachs & Co., as representative of the underwriters, dated November 19, 2003 which is filed as an Exhibit to this report.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

- 1 Underwriting Agreement, dated November 19, 2003, between Amerada Hess Corporation and Goldman, Sachs & Co. as representative of the underwriters.

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- 3 Certificate of Designation, Preferences and Relative, Optional and Other Special Rights and Qualifications, Limitations and Restrictions thereof of 7.00% Mandatory Convertible Preferred Stock of Amerada Hess Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERADA HESS CORPORATION

By: /s/ John Y. Schreyer

Name: John Y. Schreyer
Title: Executive Vice President and
Chief Financial Officer

Date: November 21, 2003

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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