

HESS CORP  
Form SC 13G/A  
February 13, 2013

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13G/A**

**(Amendment No. 11)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13D-2(B)**

## **HESS CORPORATION**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**42809H 107**

**(CUSIP Number)**

**December 31, 2012**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 023551 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Nicholas F. Brady  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

117,311 shares

See Note 7

NUMBER OF 6. SHARED VOTING POWER

SHARES

BENEFICIALLY 8,827,768 shares

OWNED BY See Notes 2 and 8

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 117,311 shares

WITH: See Note 7

8. SHARED DISPOSITIVE POWER

18,906,805 shares

See Notes 1, 2 and 8.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,024,116 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.57%

12. TYPE OF REPORTING PERSON\*

IN

CUSIP No. 023551 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Eugene W. Goodwillie

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

30,971 shares

See Note 6

NUMBER OF 6. SHARED VOTING POWER

SHARES

BENEFICIALLY 8,879,384 shares

OWNED BY

See Notes 2 and 6.

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

30,791 shares

WITH:

See Note 6.

8. SHARED DISPOSITIVE POWER

30,723,626 shares

See Notes 1, 2, 3, 4 and 6.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,723,626 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

12. TYPE OF REPORTING PERSON\*

IN

CUSIP No. 023551 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

27,517,293 shares

See Notes 1, 3, 4 and 5.

NUMBER OF 6. SHARED VOTING POWER

SHARES

BENEFICIALLY 8,976,973 shares

OWNED BY See Notes 2 and 9.

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,119,975 shares

WITH: See Notes 3 and 5.

8. SHARED DISPOSITIVE POWER

30,065,189 shares

See Notes 1, 2, 3, 4 and 9.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,494,266 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.65%

12. TYPE OF REPORTING PERSON\*

IN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas H. Kean

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

NUMBER OF 34,081 shares  
6. SHARED VOTING POWER  
SHARES

BENEFICIALLY 8,817,802 shares

OWNED BY  
EACH 7. SOLE DISPOSITIVE POWER  
See Note 2

REPORTING

PERSON 34,081 shares  
8. SHARED DISPOSITIVE POWER  
WITH:

25,333,720 shares

See Notes 1, 2 and 4

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,367,801 shares

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. *7.43%*  
TYPE OF REPORTING PERSON\*

IN

Notes to 13G

- Note 1. This amount includes 10,079,037 shares held by a charitable lead annuity trust established under the will of Leon Hess. John B. Hess has sole voting power of this stock held by this trust and shares dispositive power over such stock with the other filing persons who are other trustees of this trust.
- Note 2. This amount includes 8,817,802 shares held by a limited partnership. Messrs. Hess, Brady, Goodwillie and Kean serve on the management committee of the general partner of this limited partnership and share, inter alia, voting and dispositive powers with respect to shares held by the limited partnership.
- Note 3. This amount includes 11,413 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power. This amount also includes an aggregate of 2,371,878 shares held by Mr. Hess's siblings or by trusts for the benefit of Mr. Hess's siblings or their children, as to which Mr. Hess has sole voting power and as to 1,547,093 shares of which he shares dispositive power pursuant to a shareholders agreement among, inter alia, Mr. Hess and his siblings; an aggregate of 1,791,332 shares held by fourteen trusts for the benefit of Mr. Hess and his heirs, of which Mr. Hess is trustee and as to which he has sole voting power and dispositive power; 3,025,205 shares held by a trust for the benefit of Mr. Hess and his siblings, of which he and Mr. Goodwillie are co-trustees and as to which Mr. Hess has sole voting power and Messrs. Hess and Goodwillie have shared dispositive power, 2,303,119 shares held by trusts as to which Mr. Hess has sole voting power and as to which Mr. Goodwillie has shared dispositive power; 181,198 shares of restricted stock held in escrow under the Issuer's incentive compensation plan as to which Mr. Hess has voting but not dispositive power; 1,263,960 shares underlying options to purchase common stock of the Issuer, as to which he has sole voting and dispositive power only upon exercise of such options.
- Note 4. This amount includes 6,436,881 shares held by the Hess Foundation, Inc. of which Messrs. Hess, Kean and Goodwillie are directors and as to which Mr. Hess has sole voting power and shares dispositive power with, inter alia, Messrs. Kean and Goodwillie.
- Note 5. Includes 53,270 shares vested in the name of John B. Hess under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Hess has sole voting and dispositive power with respect to these shares.
- Note 6. This amount includes 92,373 shares held by three trusts as to 30,791 of which shares Mr. Goodwillie has sole voting and dispositive power and as to 61,582 of which shares he has shared voting and dispositive power.
- Note 7. This amount includes 111,311 shares held directly by Mr. Brady as to which he has sole voting and dispositive power; and 6,000 shares held by a limited liability company of which Mr. Brady is the managing member and as to which he has sole voting and dispositive power.
- Note 8. This amount includes 9,966 shares held by two trusts of which Mr. Brady is a co-trustee, in each case as to which Mr. Brady shares voting and dispositive power.
- Note 9. This amount includes 159,171 shares held by four trusts of which Mr. Hess is a co-trustee and shares voting and dispositive power.

- Item 1 (a). Name of Issuer:  
Hess Corporation
- Item 1 (b). Address of Issuer's Principal Executive Offices:  
1185 Avenue of the Americas  
New York, NY 10036
- Item 2 (a). Name of Person Filing:  
See respective cover pages.
- Item 2 (b). Address of Principal Business Office or, if None, Residence:  
Nicholas F. Brady  
Choptank Partners, Inc.  
P.O. Box 1410  
Easton, MD 21601  
Eugene Goodwillie  
White & Case LLP  
1155 Avenue of the Americas  
New York, NY 10036  
John B. Hess  
Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036  
Thomas H. Kean  
THK Consulting, LLC  
49 Route 202  
Post Office Box 810  
Far Hills, NJ 07931
- Item 2 (c). Citizenship:  
United States of America
- Item 2 (d). Title of Class of Securities:  
Common Stock
- Item 2 (e). CUSIP Number:  
42809H 107
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:
- (a) A broker or dealer registered under Section 15 of the Exchange Act.

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- (b) A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) An investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) A group, in accordance with Rule 13d-1(b)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☒ x

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See respective cover pages.

- (b) Percent of class:

See respective cover pages.

- (c) Number of shares as to which such person has:

See respective cover pages.

- (i) Sole power to vote or to direct the vote

See respective cover pages.

- (ii) Shared power to vote or to direct the vote

See respective cover pages.

- (iii) Sole power to dispose or to direct the disposition of

See respective cover pages.

- (iv) Shared power to dispose or to direct the disposition of

See respective cover pages.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares. Such shares held by the estate of Leon Hess or by trusts established under the will of Leon Hess represent more than five percent of the outstanding class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2013  
(Date)

/s/ Nicholas F. Brady  
Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2013  
(Date)

/s/ Eugene W. Goodwillie  
Eugene W. Goodwillie

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2013  
(Date)

/s/ John B. Hess  
John B. Hess

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2013  
(Date)

/s/ Thomas H. Kean  
Thomas H. Kean