

HESS CORP
Form 8-K
January 26, 2011

UNITED STATES
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): January 26, 2011

HESS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE No. 1-1204 No. 13-4921002
(State or Other (Commission (IRS Employer

Jurisdiction of (File Number) Identification No.)

Incorporation)

**1185 Avenue of the Americas
New York, New York 10036**

(Address of Principal Executive Offices) (Zip
Code)

Registrant's Telephone Number, Including Area Code: **(212) 997-8500**

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On January 26, 2011, Hess Corporation issued a news release reporting estimated results for the fourth quarter of 2010. A copy of this news release is attached hereto as Exhibit 99(1) and is hereby incorporated by reference.

Item 7.01. Regulation FD Disclosure.

Furnished hereunder are the prepared remarks of John B. Hess, Chairman of the Board of Directors and Chief Executive Officer of Hess Corporation, and John P. Rielly, Senior Vice President and Chief Financial Officer of Hess Corporation, at a public conference call held on January 26, 2011. Copies of these remarks are attached, respectively, as Exhibit 99(2) and as Exhibit 99(3) and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

- 99(1) News release dated January 26, 2011 reporting estimated results for the fourth quarter of 2010.
- 99(2) Prepared remarks of John B. Hess, Chairman of the Board of Directors and Chief Executive Officer.
- 99(3) Prepared remarks of John P. Rielly, Senior Vice President and Chief Financial Officer.

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.

Date: January 26, 2011

HESS CORPORATION

By: /s/ John P. Rielly

Name: John P. Rielly

Title: Senior Vice President and

Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

- | | |
|-------|---|
| 99(1) | News release dated January 26, 2011 reporting estimated results for the fourth quarter of 2010. |
| 99(2) | Prepared remarks of John B. Hess, Chairman of the Board of Directors and Chief Executive Officer. |
| 99(3) | Prepared remarks of John P. Rielly, Senior Vice President and Chief Financial Officer. |