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March 1, 2012

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: *Hess Corporation*
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

On behalf of our client, Hess Corporation (the “Company”), we write to inform you that the Company intends to exclude from its proxy statement and form of proxy for its 2012 Annual Meeting of Stockholders (collectively, the “2012 Proxy Materials”) a stockholder proposal and related supporting statement regarding the adoption of a simple majority vote standard in the Company’s charter and bylaws (together, the “Proposal”) received from John Chevedden (the “Proponent”) and sponsored by James McRitchie pursuant to Rule 14a-8(e)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), because the Proponent failed to submit the Proposal to the Company prior to the submission deadline.

The Company respectfully requests that the Staff of the Division of Corporation Finance (the “Staff”) (i) concur with our view that the Company may properly omit the Proposal from its 2012 Proxy Materials in reliance on Rule 14a-8(e)(2) of the Exchange Act and (ii) waive the requirement under Rule 14a-8(j) of the Exchange Act that this letter be submitted at least 80 calendar days before the date the Company files its 2012 Proxy Materials with the Securities and Exchange Commission (the “Commission”) for good cause. Your prompt attention to this letter is appreciated because the Company expects to print its 2012 Proxy Materials on or about March 19, 2012 and expects to file with the Commission, post on the internet and mail the 2012 Proxy Materials to its stockholders promptly thereafter.

Pursuant to Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we are submitting this letter and its attachments to the Staff via e-mail at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j) of the Exchange Act, copies of this letter and its attachments are concurrently being sent to the Proponent as notice of the Company’s intent to exclude the Proposal from the 2012 Proxy Materials. Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company has not provided to the Proponent the 14-day notice and opportunity to cure under Rule 14a-8(f)(1) of the Exchange Act. Rule 14a-8(f)(1) provides that a company is not required to provide a stockholder with notice of a deficiency in his proposal “if the deficiency cannot be remedied, such as if [the stockholder] fails to submit a proposal by the company’s properly determined deadline.”

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We take this opportunity to inform the Proponent that if he elects to submit additional correspondence to the Commission or the Staff with respect to his Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company in accordance with Rule 14a-8(k) of the Exchange Act and SLB 14D.

I. THE PROPOSAL

The Proposal provides:

Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

II. BACKGROUND

The deadline to submit stockholder proposals to be included in the Company's 2012 Proxy Materials was November 26, 2011. This deadline and the address of the Company's principal executive offices were disclosed in the Company's proxy statement for the 2011 Annual Meeting of Stockholders (the "2011 Proxy Statement").

On February 22, 2012, the Company received a letter, dated February 17, 2012, via facsimile from the Proponent, asking the Company's Corporate Secretary to provide management's response to the Proposal to be published in the 2012 Proxy Materials. This was the first communication the Company received from the Proponent with respect to the Proposal. A copy of the letter is attached hereto as Exhibit A. Promptly following receipt of the Proponent's letter, the Company conducted a search of its communications systems but was unable to find any record of having received the Proposal. On February 23, 2012, the Company responded to the Proponent via facsimile and overnight delivery, advising him that the Company had not received the Proposal. A copy of the Company's response letter, dated February 23, 2012 is attached hereto as Exhibit B. The Company's response letter also informed the Proponent that the submission deadline for stockholder proposals was November 26, 2011, and any proposals received after such date would not be included in the 2012 Proxy Materials.

The Company first received the Proposal via facsimile on February 24, 2012, 90 days after the November 26, 2011 deadline. The Company was copied on a letter addressed to the Office of Chief Counsel, Division of Corporation Finance of the Commission, stating that the Proposal (attached to the letter) was submitted to the Company on November 14, 2011. A copy of the Proponent's letter, dated February 24, 2012 is attached hereto as Exhibit C. The Proponent did not provide any evidence that the Proposal was received by the Company prior to the November 26, 2011 deadline set forth in the 2011 Proxy Statement.

On February 27, 2012, the Company responded to the Proponent via facsimile and overnight delivery, informing the Proponent that the Company first received the Proposal on February 24, 2012 and because the Proponent had not provided any proof that the Company received the Proposal prior to the

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deadline set forth in the 2011 Proxy Statement, the Proposal would not be included in the 2012 Proxy Materials. A copy of the Company's response letter dated February 27, 2012 is attached hereto as Exhibit D. Shortly thereafter, the Company received a letter from the Proponent via facsimile claiming that the Proposal was sent to the Company on approximately November 14, 2011, by e-mail and fax. The letter did not include any proof that the Proposal was received by the Company on or about that date. A copy of the Proponent's letter dated February 27, 2012 is attached hereto as Exhibit E.

On February 29, 2012, the Company sent the Proponent a letter via facsimile and overnight delivery, confirming that the Company would not include the Proposal in the 2012 Proxy Materials because the Company did not receive the Proposal prior to the November 26, 2011 deadline and the Proponent did not provide any evidence that the Proposal was received at the Company's principal executive offices prior to the November 26, 2011 deadline. A copy of the Company's letter dated February 29, 2012 is attached hereto as Exhibit F. Shortly thereafter, the Company received a letter from the Proponent via facsimile, again claiming that the Proposal was sent to the Company on approximately November 14, 2011, by e-mail and fax. Once again, the Proponent did not provide any evidence that the Proposal was received by the Company prior to the November 26, 2011 deadline. A copy of the Proponent's letter dated February 29, 2012 is attached hereto as Exhibit G.

III. The Proposal May be Excluded Under Rule 14a-8(e)(2) Because the Proponent Failed to Submit the Proposal to the Company's Principal Executive Offices Prior to the Company's Properly Determined Deadline.

Rule 14a-8(e)(2) of the Exchange Act provides that a stockholder proposal submitted with respect to a company's regularly-scheduled annual meeting "must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting." In accordance with Rule 14a-5(e) of the Exchange Act, the Company disclosed in the 2011 Proxy Statement such deadline for receipt of stockholder proposals for its 2012 Annual Meeting of Stockholders, as well as the address for submitting those proposals. Specifically, the 2011 Proxy Statement states:

"Proposals which stockholders wish to include in the company's proxy materials relating to the 2012 annual meeting of stockholders must be received by the company no later than November 26, 2011."

Under Rule 14a-8(e)(2), a meeting is regularly scheduled if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company's 2011 Annual Meeting of Stockholders was held on May 4, 2011. The Company's 2012 Annual Meeting of Stockholders is scheduled to be held on May 2, 2012, which is within 30 days of the 2011 Meeting. Accordingly, the deadline of November 26, 2011 set forth in the Company's 2011 Proxy Statement for a regularly scheduled annual meeting applies to stockholder proposals for the 2012 Annual Meeting of Stockholders.

The 2011 Proxy Statement also clearly identifies the address of the Company's principal executive office:

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“The company’s principal executive office is located at 1185 Avenue of the Americas, New York, New York 10036.”

Moreover, the 2011 Proxy Statement did not identify a facsimile number or email address as a means of submitting a stockholder proposal to the Company’s principal executive office. Therefore, submitting a stockholder proposal to the Company via facsimile or email would not be proper without independent verification that the proposal would be received at the Company’s principal executive office. *See* Staff Legal Bulletin No. 14C (June 28, 2005). In any event, the Company does not have any record of receiving the Proposal by any means prior to February 24, 2012.

Rule 14a-8(e)(1) of the Exchange Act provides that, “in order to avoid controversy, stockholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.” Staff Legal Bulletin No. 14 (July 13, 2001) provides that stockholders should “submit a proposal by means that allows the stockholder to demonstrate the date the proposal was *received* at the company’s principal offices” (emphasis added). Although the Proponent claims the Proposal was submitted to the Company on November 14, 2011, the Company has no record of receiving the Proposal via facsimile, e-mail, mail or otherwise. Further, despite being informed that the Company had not received the Proposal prior to February 24, 2012, the Proponent has not provided any evidence that the Proposal was timely received at the Company’s principal executive offices on November 14, 2011 or any other date prior to the November 26, 2011 deadline.

In prior no-action letters requested under similar circumstances, many involving the Proponent, the Staff has consistently permitted exclusion where proponents have not been able to produce evidence that the company actually received the proposal prior to the deadline. *See, e.g., PetSmart Inc.* (avail. Apr. 27, 2010); *Lear Corporation* (avail. Mar. 11, 2009); *DTE Energy Company* (avail. Mar. 24, 2008); *Alcoa Inc.* (avail. Feb. 25, 2008); *Unocal Corporation* (avail. Mar. 18, 1996); and *Eastman Kodak Company* (avail. Feb. 19, 1992). In each of these letters, the proponent claimed to have submitted a stockholder proposal before the company’s deadline for submission, but the proposal was not received at the company’s principal executive offices prior to the deadline. The Company’s situation is analogous to that of the companies in the cited letters in that the Proposal was allegedly sent by means which did not automatically provide conclusive proof of receipt at the Company’s principal executive offices, and the Proponent cannot provide documentation or otherwise prove that the Company actually received the Proposal prior to the November 26, 2011 deadline.

Furthermore, the Staff has strictly construed the deadline for receipt of stockholder proposals under Rule 14a-8 and consistently taken the position that it would not recommend enforcement action where companies have proposed to omit untimely stockholder proposals from their proxy materials. *See, e.g., Equity LifeStyle Properties, Inc.* (avail. Feb. 10, 2012) (proposal received seven days after the submission deadline); *American Express* (avail. Jan. 10, 2012) (proposal received 25 days after the submission deadline); *The Gap, Inc.* (avail. Mar. 18, 2011) (proposal received 56 days after the submission deadline); *RTI Biologics, Inc.* (avail. Feb. 15, 2011) (proposal received 77 days after the submission deadline); *Jack in the Box Inc.* (avail. Nov. 12, 2010) (proposal received 35 days after the submission deadline); *Cisco Systems, Inc.* (avail. Oct. 18, 2010) (proposal received over four months after the submission deadline); *Merck & Co., Inc.* (avail. May 4, 2010) (proposal received over three months after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Mar. 26, 2010) (proposal received one day after the submission deadline); *Bank of America Corporation* (avail. Mar. 1, 2010) (proposal received

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over two months after the submission deadline); *Johnson & Johnson* (avail. Jan. 13, 2010) (proposal received one day after the submission deadline); *Alcoa Inc.* (avail. Feb. 25, 2008) (proposal received 57 days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 29, 2008) (proposal received at the principal executive offices 20 days after the submission deadline, even though the proposal was originally sent to the company's former principal office); *Fisher Communication, Inc.* (avail. Dec. 19, 2007) (proposal received two days after the submission deadline); *Smithfield Foods, Inc.* (avail. Jun. 4, 2007) (proposal received one day after the submission deadline); *CBS Corporation* (avail. Apr. 12, 2007) (proposal received more than two months after the submission deadline); *International Business Machines Corporation* (avail. Dec. 5, 2006) (proposal received one day after the submission deadline); *General Electric Company* (avail. Mar. 7, 2006) (proposal received 21 days after the submission deadline); and *Dominion Resources, Inc.* (avail. Mar. 2, 2005) (proposal received two months after the submission deadline). Similar to the cited letters, the Company first received the Proposal from the Proponent on February 24, 2012, which is 90 days after the submission deadline.

As in the letters cited above, we believe that the Proposal may properly be excluded from the Company's 2012 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received at the Company's principal executive offices after the deadline for submitting stockholder proposals.

IV. REQUEST FOR WAIVER OF RULE 14A-8(J) DEADLINE

Rule 14a-8(j) requires a company to file its reasons for excluding a stockholder proposal from its proxy materials with the Commission no later than 80 calendar days before it files its definitive proxy materials unless the company demonstrates good cause for missing this deadline. Although the Company intends to file its definitive proxy materials promptly after March 19, 2012, which is less than 80 days from the date of this letter, we believe the Company has good cause for failing to meet this deadline. As discussed above, the Company did not become aware of the Proposal until February 22, 2012 and did not receive the Proposal until February 24, 2012, which is only 24 days prior to the date that the Company intends to file its definitive proxy materials.

The Staff has noted that the most common basis for a company's showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed. *See* Staff Legal Bulletin No. 14B (Sept. 15, 2004). Additionally, the Staff has waived the deadline established in Rule 14a-8(j) under similar circumstances. *See, e.g., Andrea Electronics Corporation* (avail. July 5, 2011); *RTI Biologics, Inc.* (avail. Feb. 15, 2011); *GlobalOptions Group Inc.* (avail. Nov. 9, 2010); *Becton, Dickinson and Company* (avail. Nov. 1, 2010); *Cisco Systems, Inc.* (avail. Oct. 18, 2010); *Merck & Co., Inc.* (avail. May 4, 2010); *PetSmart, Inc.* (avail. Apr. 27, 2010); *Bank of America Corporation* (avail. Mar. 1, 2010); *Cardinal Health, Inc.* (avail. Dec. 16, 2009); *QuadraMed Corporation* (avail. Apr. 23, 2009); *DTE Energy Company* (avail. Mar. 24, 2008); *Alcoa Inc.* (avail. Feb. 25, 2008); *Britton & Koontz Capital Corp.* (avail. Mar. 14, 2006); *Xerox Corp.* (avail. May 2, 2005); and *General Electric* (avail. Feb. 10, 2005). Accordingly we believe that the Company has good cause for its inability to meet the 80-day deadline, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

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V. CONCLUSION

Based on the foregoing, we hereby respectfully request that the Staff concur with our view that the Company may properly omit the Proposal from its 2012 Proxy Materials in reliance on Rule 14a-8(e)(2) and also waive the requirement under Rule 14a-8(j) that this letter be submitted at least 80 calendar days before the date the Company files its 2012 Proxy Materials with the Commission. Should the Staff disagree with this conclusion, we would appreciate the opportunity to confer with the Staff prior to the issuance of the Staff's response.

Please do not hesitate to contact me at (212) 819-8509 or djohansen@whitecase.com if you have any questions or require any additional information.

Very truly yours,



David M. Johansen

Attachments

cc: George C. Barry, Hess Corporation
John Chevedden

March 1, 2012

Exhibit A

See Attached.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

February 17, 2012

Mr. George C. Barry
Corporate Secretary
Hess Corporation (HES)
1185 Ave of the Americas 40th Fl
New York NY 10036
Phone: 212 997-8500
Fax: 212-536-8593, - 8 241

Mr. Barry,

Please forward the management position statement for the 2012 rule 14a-8 proposal. It is due at least 30-days before the annual meeting proxy is published.

Sincerely,



John Chevedden

cc: James McRitchie

George C. Barry <investorrelations@hess.com>

March 1, 2012

Exhibit B

See Attached.

HESS CORPORATION

1185 Avenue of the Americas
New York, New York 10036

GEORGE C. BARRY

Vice President, Secretary
and Deputy General Counsel
(212) 536-8599
FAX: (212) 536-8241

February 23, 2012

VIA Fax and Overnight Delivery

Mr. John Chevedden

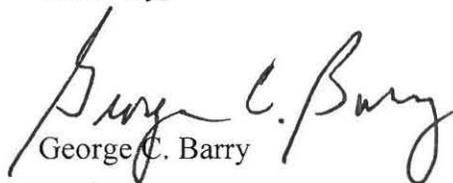
*** FISMA & OMB Memorandum M-07-16 ***

Dear Mr. Chevedden:

I received your fax message on February 22, 2012 requesting the position statement of Hess Corporation's (the "Company") management with respect to the "2012 rule 14a-8 proposal." However, as of the date hereof, the Company has not received a stockholder proposal from you for inclusion in the proxy statement for the Company's 2012 annual meeting of stockholders.

As set forth in the Company's 2011 proxy statement, the deadline for receiving any stockholder proposals for inclusion in the Company's 2012 proxy statement was November 26, 2011. Accordingly, any stockholder proposals received after such date will not be included in the Company's 2012 proxy statement.

Sincerely,


George C. Barry

cc: David M. Johansen, White & Case LLP

March 1, 2012

Exhibit C

See Attached.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

February 24, 2012

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**# 1 Rule 14a-8 Proposal
Hess Company (HES)
Simple Majority Vote
James McRitchie**

Ladies and Gentlemen:

This is to request that the company publish the attached proposal which was submitted on November 14, 2011.

Sincerely,


John Chevedden

cc: James McRitchie

George C. Barry
Corporate Secretary
FX: 212-536-8241

[HES: Rule 14a-8 Proposal, November 14, 2011]

3* – Adopt Simple Majority Vote

Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws that calls for a greater than simple majority vote be changed to require a majority of the votes cast for and against the proposal, or a simple majority in compliance with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance. Source: "What Matters in Corporate Governance?" by Lucien Bebchuk, Alma Cohen and Allen Ferrell, Harvard Law School, Discussion Paper No. 491 (September 2004, revised March 2005).

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included William Steiner and James McRitchie.

The merit of this Simple Majority Vote proposal should also be considered in the context of the opportunity for additional improvement in our company's 2011 reported corporate governance status in order to more fully realize our company's potential:

The Corporate Library, an independent investment research firm, rated our company "D" with "High Governance Risk," "High Concern" regarding board members and "Very High Concern" for executive pay – \$18 million for our CEO John Hess.

Our Named Executive Officers (NEOs) received discretionary bonuses – over \$1.1 million for our CEO – which undermined the integrity of a pay-for-performance compensation philosophy. The only equity given to NEOs in 2010 consisted of stock options and restricted stock units, both of which simply vest after time. To be effective, equity awards given for long-term incentive pay should include performance-vesting features. Finally, our CEO was potentially entitled to \$52 million in the event of a change in control.

Five directors were age 70 to 78 – succession-planning concern. Six directors had 13 to 33 years long-tenure – independence declines with long-tenure. We had two inside directors plus two inside-related directors – more independence concerns.

Nicholas Brady and Thomas Kean received 33% in negative votes and both were on our executive pay and nomination committees.

Frank Olson, also on our executive pay committee, was designated a "Flagged (Problem) Director" by The Corporate Library since he was on the Warnaco board when Warnaco was charged with financial disclosure violations.

Please encourage our board to respond positively to this proposal to initiate the improved governance we deserve: **Adopt Simple Majority Vote – Yes on 3.***

Notes:

James McRitchie, *** FISMA & OMB Memorandum M-07-16 *** sponsored this proposal.

Please note that the title of the proposal is part of the proposal.

* Number to be assigned by the company.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

*** FISMA & OMB Memorandum M-07-16 ***

March 1, 2012

Exhibit D

See Attached.

HESS CORPORATION

1185 Avenue of the Americas
New York, New York 10036

GEORGE C. BARRY

Vice President, Secretary
and Deputy General Counsel
(212) 536-8599
FAX: (212) 536-8241

February 27, 2012

VIA Fax and Overnight Delivery

Mr. John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

Dear Mr. Chevedden:

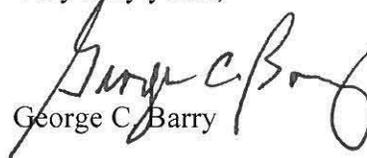
As noted in the letter, dated February 23, 2011, which was sent to you via facsimile and overnight delivery, the deadline for submitting stockholder proposals to be included in the 2012 proxy statement of Hess Corporation (the "Company") was November 26, 2011.

On February 24, 2012, we received your stockholder proposal and letter sent via facsimile. In the letter, you requested that the Company publish your stockholder proposal with its 2012 proxy statement. You asserted that the proposal was submitted to the Company on November 14, 2011, but you did not include any proof that the proposal was received by the Company's principal executive offices at that time. The Company conducted a search of its records and did not receive your proposal prior to your letter dated February 24, 2012.

In accordance with Rule 14a-8(e)(2) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the deadline to submit stockholder proposals for inclusion in the Company's 2012 proxy statement, which was November 26, 2011, was set forth in the Company's 2011 proxy statement. Rule 14a-8(e)(1) of the Exchange Act provides that, "in order to avoid controversy, stockholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery." Furthermore, Staff Legal Bulletin No. 14 (July 13, 2001) provides that stockholders "should submit a proposal by means that allows the stockholder to demonstrate the date the proposal was *received* at the company's principal offices" (emphasis added). As such, to include your proposal in the 2012 proxy statement, the Company would have had to have received the proposal by the November 26, 2011 deadline.

The Company first received the proposal on February 24, 2012, which is 90 days past the November 26, 2011 deadline and, as a result, your proposal cannot be included in the 2012 proxy statement.

Very truly yours,


George C. Barry

cc: Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange
Commission, Fax: 202-772-9201
David M. Johansen, White & Case LLP

March 1, 2012

Exhibit E

See Attached.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

February 27, 2012

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**# 2 Rule 14a-8 Proposal
Hess Company (HES)
Simple Majority Vote
James McRitchie**

Ladies and Gentlemen:

This is to advise that the November 14, 2011 rule 14a-8 proposal was submitted to the company on approximately November 14, 2011 by email and fax. Therefore it was timely submitted to the company – contrary to the company claim.

Sincerely,



John Chevedden

cc: James McRitchie

George C. Barry
Corporate Secretary
FX: 212-536-8241

March 1, 2012

Exhibit F

See Attached.

HESS CORPORATION

1185 Avenue of the Americas
New York, New York 10036

GEORGE C. BARRY

Vice President, Secretary
and Deputy General Counsel
(212) 536-8599
FAX: (212) 536-8241

February 29, 2012

VIA Fax and Overnight Delivery

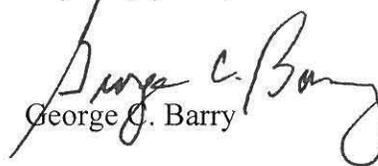
Mr. John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

Dear Mr. Chevedden:

As noted in the letter, dated February 27, 2012, which was sent to you via facsimile and overnight delivery, Hess Corporation (the "Company") first received your stockholder proposal on February 24, 2012, which was 90 days past the November 26, 2011 deadline for stockholder proposal submissions. To be included in the Company's 2012 proxy statement, the proposal must have been received by the Company: (1) prior to the November 26, 2011 deadline and (2) at its principal executive offices. The Company's 2011 proxy statement clearly sets forth the November 26, 2011 deadline and identifies the Company's principal executive offices's address: 1185 Avenue of the Americas, New York, New York 10036. As stated in the Company's February 27, 2012 letter, you have not provided any evidence that the proposal was received by the Company prior to the November 26, 2011 deadline or that the proposal was received by the Company at its principal executive offices. As such, your proposal cannot be included in the Company's 2012 proxy statement.

Very truly yours,


George C. Barry

cc: Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange
Commission

David M. Johansen, White & Case LLP

March 1, 2012

Exhibit G

See Attached.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

February 29, 2012

Office of Chief Counsel <shareholderproposals@sec.gov>
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

3 Rule 14a-8 Proposal
Hess Company (HES)
Simple Majority Vote
James McRitchie

Ladies and Gentlemen:

The November 14, 2011 rule 14a-8 proposal, that was timely submitted to the company on approximately November 14, 2011 by email and fax, has not been withdrawn. The proposal should thus be published in the company annual meeting proxy.

The company appears to claim that it has the authority to simply refuse to publish the proposal.

Sincerely,



John Chevedden

cc: James McRitchie

George C. Barry
Corporate Secretary
PH: 212-536-8599
FX: 212-536-8241