PAVER HOWARD

Form 4

February 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

AMERICAS

(Print or Type Responses)

1. Name and Address of Reporting Person * PAVER HOWARD

2. Issuer Name and Ticker or Trading Symbol

AMERADA HESS CORP [AHC]

5. Relationship of Reporting Person(s) to Issuer

1185 AVENUE OF THE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/01/2006

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below) Senior Vice President

(Street)

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Indirect (I) Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common

Stock. \$1.00 par

value

02/01/2006

4,000 \$0 29,950 Α Α

 $D^{(1)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Da (Month/Day/Y) cquired A) or isposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 148.66	02/01/2006		A	4,000	02/01/2007	02/01/2016	Common Stock, \$1.00 par value	4,000
Option to purchase Common Stock	\$ 148.66	02/01/2006		A	4,000	02/01/2008	02/01/2016	Common Stock, \$1.00 par value	4,000
Option to purchase Common Stock	\$ 148.66	02/01/2006		A	4,000	02/01/2009	02/01/2016	Common Stock, \$1.00 par value	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PAVER HOWARD

1185 AVENUE OF THE AMERICAS Senior Vice President

NEW YORK, NY 10036

Signatures

George C. Barry for Howard
Paver
02/03/2006

**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).
- (1) This amount includes 27,000 shares held in escrow pursuant to the Corporation's 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

Reporting Owners 2

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of the Corporation.

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.