CROUCH CLYDE E
Form 4
June 09, 2005

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROUCH CLYDE E
(Last) (First) (Middle)
C/O AMERADA HESS CORP, 1185 AVENUE OF THE AMERICAS
(Street)
NEW YORK, NY 10036
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERADA HESS CORP [AHC]

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, $1.00 par value | 06/08/2005 | | I | | 134 | D | $ 97.87 | 0 | I | See Note (1) |
| Common Stock, $1.00 par value | 06/08/2005 | | M (2) | | 8,000 | A | $ 60.25 | 29,000 | D | |
| Common Stock, $1.00 par value | 06/08/2005 | | S | | 500 | D | $ 98.71 | 28,500 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock, $1.00 par value | 06/08/2005 | S | 4,000 | D | $ 98.75 | 24,500 | D | |
| Common Stock, $1.00 par value | 06/08/2005 | S | 3,500 | D | $ 98.77 | 21,000 (3) | D | |

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

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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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option to purchase Common Stock | $ 60.25 | 06/08/2005 | | M | | | 8,000 | 12/06/2001 | 12/06/2010 | Common Stock, $1.00 par value | 8,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CROUCH CLYDE E<br>C/O AMERADA HESS CORP<br>1185 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | | | Senior Vice President | |

# Signatures

| | |
|---|---|
| George C. Barry for Clyde E. Crouch | 06/09/2005 |
| **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)** Held in Corporation's Employees Savings and Stock Bonus Plan. This reflects acquisition of 134 shares in ongoing transactions exempt under Rule 16b-3(c).

**(2)** Common Stock acquired upon exercise of options granted under the Issuer's Second Amended and Restated 1995 Long-Term Incentive Plan.

**(3)** These shares are 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 shares plus accrued dividends will be delivered to the reporting person if he is still an employee 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.
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