COLLINS J BARCLAY

Form 4

January 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

0.5

Issuer

January 31, Expires: 2005

burden hours per response...

Estimated average

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Stock, \$1.00

par value

12/30/2005

(Print or Type Responses)

COLLINS J BARCLAY

1. Name and Address of Reporting Person *

	COLLINS J E	DAKCLAI	Symbol			10	155401						
				AMERADA HESS CORP [AHC]					(Check all applicable)				
	(Last)	(First)	(Middle)	3. Date of E	3. Date of Earliest Transaction								
1185 AVENUE OF THE AMERICAS			•	(Month/Day/Year) 12/30/2005					X Director 10% Owner X Officer (give title Other (specify below) Executive Vice President				
		(Street)		4. If Amend	lment, Date	Original		6	Individual or Join	nt/Group Filing	g(Check		
NEW YORK, NY 10036			Filed(Month	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(City)	(State)	(Zip)	Table 1	I - Non-Dei	rivative So	ecuriti	es Acqui	ed, Disposed of,	or Beneficiall	y Owned		
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Exec	Deemed cution Date, if nth/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)		
	C				Code V	Amount	(D)	Price	,				
	Common Stock, \$1.00 par value	12/30/2005			M(1)	1,000	A	\$ 64.62	116,501	D			
	Common Stock,\$1.00 par value	12/30/2005			S	100	D	\$ 127.31	116,401	D			
	Common												

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

S

900

D

\$ 127.3 115,501 (2)

D

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	\$ 64.62	12/30/2005		M		1,000	12/14/1997	12/04/2006	Common Stock, \$1.00 par value	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COLLINS J BARCLAY

1185 AVENUE OF THE AMERICAS X Executive Vice President

NEW YORK, NY 10036

Signatures

George C.Barry for J. Barclay

Collins 01/03/2006

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

This amount includes 67,000 shares held in escrow pursuant tothe Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. This reporting person has only voting power of these shares until the lapsing of the period set by the Committee administering the plan which time this 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.

Reporting Owners 2

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