

HESS CORP
Form FWP
August 05, 2010

**Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration No. 333-157606**

August 5, 2010

TERM SHEET

\$1,250,000,000 5.60% Notes due 2041

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| Issuer: | Hess Corporation (Bloomberg Ticker: HES) |
| Ratings: | Baa2 (Moody s) / BBB (S&P/Fitch) |
| Securities: | \$1,250,000,000 5.60% Notes due 2041 |
| Format: | SEC registered (global) |
| CUSIP / ISIN No.: | 42809HAD9 / US42809HAD98 |
| Trade Date: | August 5, 2010 |
| Expected Settlement: | August 10, 2010 (T+3) |
| Maturity: | February 15, 2041 |
| Price To Public: | 99.304% of principal amount |
| Purchase Price To Underwriters: | 98.429% of principal amount |
| Coupon: | 5.60% per year (payable semi-annually) February 15 and August 15, beginning February 15, 2011 |
| Interest Payment Dates: | |
| Benchmark Treasury: | 4.625% notes due February 15, 2040 |
| Benchmark Treasury Yield: | 4.048% |
| Spread: | +160 basis points over Benchmark Treasury |
| Yield: | 5.648% |
| Make Whole Call At Any Time: | The greater of 100% of principal amount or discounted present value at Adjusted Treasury Rate +25 bps |
| Denominations: | \$2,000 and multiples of \$1,000 in excess of \$2,000 |
| Joint Bookrunners: | Goldman, Sachs & Co. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated Deutsche Bank Securities Inc. RBS Securities Inc. |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities Inc. at 1-212-834-4533, Morgan Stanley & Co. Incorporated at 1-866-718-1649, Deutsche Bank Securities Inc. at 1-800-503-4611 or RBS Securities Inc. at 1-866-884-2071.