

Edgar Filing: AMERADA HESS CORP - Form SC 13G/A

AMERADA HESS CORP  
Form SC 13G/A  
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A  
(Amendment No. 7)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(B)

AMERADA HESS CORPORATION  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

023551 10 4  
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(CUSIP Number)

December 31, 2005  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

Rule 13d-1 (b)  
 Rule 13d-1 (c)  
Rule 13d-1 (d)

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CUSIP NO. 023551 10 4

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NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas F. Brady

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	52,110 shares
	See Note 8	

	6. SHARED VOTING POWER	2,632,425 shares
	See Notes 2 and 9	

	7. SOLE DISPOSITIVE POWER	52,110 shares
	See Note 8	

	8. SHARED DISPOSITIVE POWER	6,897,561 shares
	See Notes 1, 2 and 9.	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,949,671 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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7.44%

12.

TYPE OF REPORTING PERSON\*

IN

PAGE 2 OF 5 PAGES

CUSIP NO. 023551 10 4

1.

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER 10,264,238 shares

See Note 1, Note 3, Note 4 and Note 5.

6. SHARED VOTING POWER 42,425 shares

See Note 3.

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7. SOLE DISPOSITIVE POWER 1,538,207 shares  
See Note 3 and Note 5.

8. SHARED DISPOSITIVE POWER 8,351,528 shares  
See Note 1, Note 3 and Note 4.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,314,253 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.99%

12. TYPE OF REPORTING PERSON\*  
IN

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CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Thomas H. Kean

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b) X

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3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER 5,600 shares

6. SHARED VOTING POWER 2,620,798 shares

See Note 2

7. SOLE DISPOSITIVE POWER 5,600 shares

8. SHARED DISPOSITIVE POWER 6,885,934 shares

See Note 1 and Note 2

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,891,534 shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.38%

12.

TYPE OF REPORTING PERSON\*

IN

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CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Burton T. Lefkowitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

5. SOLE VOTING POWER none  
NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6. SHARED VOTING POWER none

7. SOLE DISPOSITIVE POWER none

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8. SHARED DISPOSITIVE POWER 4,265,136 shares

See Note 1.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,265,136 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
4.58%

12. TYPE OF REPORTING PERSON\*  
IN

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CUSIP NO. 023551 10 4

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Y. Schreyer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b) X

3. SEC USE ONLY

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4.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING POWER 123,726 shares

See Note 6.

6. SHARED VOTING POWER 50,426 shares

See Note 7.

7. SOLE DISPOSITIVE POWER 123,726 shares

See Note 6.

8. SHARED DISPOSITIVE POWER 6,461,189 shares

See Note 1, Note 4 and Note 7.

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,637,003 shares

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.12%

12.

TYPE OF REPORTING PERSON\*

IN

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### Notes to 13G

- Note 1. This amount includes 4,265,136 shares held by a charitable lead annuity trust established under the will of Leon Hess. John B. Hess has sole voting power of this stock held by this trust and shares dispositive power over such stock with the other filing persons who are the other trustees of this trust.
- Note 2. This amount includes 2,247,073 shares held by an irrevocable trust for the benefit Mr. John B. Hess' mother. This trust also holds an additional 373,725 shares currently issuable upon conversion of 450,000 shares of issuer's mandatory convertible preferred stock held by this trust. Messrs. Brady and Kean, as trustees of this trust, share voting and dispositive power with respect to shares held by this trust, except for shares issuable upon conversion of the preferred shares referred to above as to which the trustees have such powers only upon conversion.
- Note 3. This figure includes 498,630 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power. This amount also includes an aggregate of 790,626 shares held by Mr. Hess' siblings or by trusts for the benefit of Mr. Hess' siblings, as to which Mr. Hess has sole voting power and as to 544,108 shares of which he shares dispositive power pursuant to a shareholders agreement among, inter alia, Mr. Hess and his siblings; an aggregate of 487,582 shares held by five trusts for the benefit of Mr. Hess and his heirs, of which Mr. Hess is trustee or co-trustee and as to which he has sole voting power, and as to 279,493 shares of which he has sole dispositive power and as to 208,089 shares of which he shares dispositive power; 901,071 shares held by a trust for the benefit of Mr. Hess and his siblings, of which he is a co-trustee and has sole voting power and shared dispositive power, 245,072 shares held by a trust of which Mr. Hess has sole voting power and shares dispositive power pursuant to a shareholders agreement between, inter alia, Mr. Hess and his spouse, as trustee; 42,425 shares held by a trust of which Mr. Hess is a co-trustee and shares voting and dispositive power; 178,000 shares of restricted stock held in escrow under the Issuer's incentive compensation plan as to which Mr. Hess has voting but not dispositive power; 703,000 shares underlying options to purchase common stock of the Issuer, as to which he has sole voting and dispositive power only upon exercise of such options; and 41,525 shares currently issuable upon conversion of 50,000 shares of Issuer's mandatory convertible preferred stock held by Mr. Hess, as to which he has sole voting and dispositive power only upon conversion of such preferred shares.
- Note 4. This amount includes 2,145,627 shares held by the Hess Foundation, Inc. of which Messrs. Hess and Schreyer are directors and as to which Mr. Hess has sole voting power and shares dispositive power with, inter alia, Mr. Schreyer.
- Note 5. Represents 15,559 shares vested in the name of John B. Hess under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Hess has sole dispositive power with respect to all these shares and sole voting power with respect to 7,969 of such shares.
- Note 6. This amount includes 32,064 shares owned directly by Mr. Schreyer as to which he has voting and dispositive power; 90,000 shares underlying options to purchase Common Stock of Issuer, as to which

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he has sole voting and dispositive power only upon exercise of such options; and 1,662 shares currently issuable upon conversion of 2,000 shares of issuer's mandatory convertible preferred stock held by Mr. Schreyer, as to which Mr. Schreyer has sole voting and dispositive power only upon conversion of such preferred shares.

- Note 7. This amount includes 50,426 shares held by four trusts as to which Mr. Schreyer has shared voting and dispositive power.
- Note 8. This amount includes 33,500 shares held directly by Mr. Brady as to which he has sole voting and dispositive power; 2,000 shares held by a limited liability company of which Mr. Brady is the managing member and as to which he has sole voting and dispositive power; and 16,610 shares currently issuable upon conversion of issuer's mandatory convertible preferred stock held by Mr. Brady, as to which he has sole voting and dispositive power only upon conversion of such preferred shares.
- Note 9. This amount includes 8,305 shares currently issuable upon conversion of 10,000 shares of issuer's mandatory convertible preferred stock held by a charitable foundation, and 3,322 shares issuable upon conversion of 4,000 shares of such preferred stock held by two trusts of which Mr. Brady is a co-trustee, in each case as to which Mr. Brady shares voting and dispositive power only upon conversion of such preferred shares.

Item 1(a). Name of Issuer:

Amerada Hess Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

1185 Avenue of the Americas  
New York, NY 10036

Item 2(a). Name of Person Filing:

See respective cover pages.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Nicholas F. Brady  
Choptank Partners  
16 North Washington Street  
Easton, MD 21601

John B. Hess  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036

Thomas H. Kean

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Drew University  
President's House  
36 Madison Avenue, Mead Hall  
Madison, NJ 07940-4005

Burton T. Lefkowitz  
228 Delhi Road  
Scarsdale, New York 10583

John Y. Schreyer  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

023551 10 4

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

- (a) A broker or dealer registered under Section 15 of the Exchange Act.
- (b) A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) An investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) A group, in accordance with Rule 13d-1(b)(ii)(J).

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If this statement is filed pursuant to Rule 13d-1(c), check this box.

|X|

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See respective cover pages.  
-----

(b) Percent of class:

See respective cover pages.  
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(c) Number of shares as to which such person has:

See respective cover pages.  
-----

(i) Sole power to vote or to direct the vote

See respective cover pages.  
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(ii) Shared power to vote or to direct the vote

See respective cover pages.  
-----

(iii) Sole power to dispose or to direct the disposition of

See respective cover pages.  
-----

(iv) Shared power to dispose or to direct the disposition of

See respective cover pages.  
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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares. Such shares held by the estate of Leon Hess or by trusts established under the will of Leon Hess represent more than five percent of the outstanding class.

Item 7. Identification and Classification of the Subsidiary Which

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Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.  
Not applicable

Item 9. Notice of Dissolution of Group.  
Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 10, 2006

-----  
(Date)

/s/Nicholas F. Brady

-----  
Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 10, 2006

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-----  
(Date)

/s/ John B. Hess  
-----

John B. Hess

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 10, 2006  
-----

(Date)

/s/ Thomas H. Kean  
-----

Thomas H. Kean

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 10, 2006  
-----

(Date)

/s/ Burton T. Lefkowitz  
-----

Burton T. Lefkowitz

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 10, 2006

-----

(Date)

/s/ John Y. Schreyer

-----

John Y. Schreyer