AMERADA HESS CORP
Form SC 13G/A
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Amendment No. 5)

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
(CUSIP Number)

December 31, 2003
(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)
X Rule 13d-1 (c)
Rule 13d-1 (d)

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CUSIP NO. 023551 10 4

1.	

	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) X
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 See Note 8	50,610 shares
	6.	SHARED VOTING POWER See Note 10	11,627 shares
	7.	SOLE DISPOSITIVE POWER See Note 8	50,610 shares
	8.	SHARED DISPOSITIVE POWER See Notes 1 and 10.	4,661,295 shares

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,711,905 shares	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	|_|
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

	5.22%
12.	TYPE OF REPORTING PERSON* IN

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) X
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 7,793,809 shares See Note 1, Note 2 and Note 4.
	6.	SHARED VOTING POWER 5,413,638 shares See Note 3 and Note 9.

	7.	SOLE DISPOSITIVE POWER 2,019,930 shares See Note 2 and Note 4.
	8.	SHARED DISPOSITIVE POWER 11,194,551 shares See Note 1, Note 2, Note 3 and Note 9.
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,214,481 shares	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	|_|
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 14.48%	
12.	TYPE OF REPORTING PERSON* IN	

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

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 4,100 shares
	6. SHARED VOTING POWER none
	7. SOLE DISPOSITIVE POWER 4,100 shares
	8. SHARED DISPOSITIVE POWER 4,649,668 shares See Note 1.
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,653,768 shares
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.16%
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) X
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 none
	6.	SHARED VOTING POWER 2,145,627 shares See Note 3.
	7.	SOLE DISPOSITIVE POWER none
	8.	SHARED DISPOSITIVE POWER 6,795,295 shares

See Note 1 and Note 3.

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,795,295 shares
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.53%
12.	TYPE OF REPORTING PERSON* IN

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

4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER See Note 5 and Note 6.	387,349 shares
	6.	SHARED VOTING POWER See Notes 3 and 7.	2,195,018 shares
	7.	SOLE DISPOSITIVE POWER See Note 5 and Note 6.	319,364 shares
	8.	SHARED DISPOSITIVE POWER See Note 1, Note 3 and Note 7.	6,844,686 shares
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,234,050 shares		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.99%		
12.	TYPE OF REPORTING PERSON* IN		

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 and 10,807 shares directly held by an inter vivos trust for the benefit of Mr. John B. Hess' mother. The inter vivos 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. Mr. John B. Hess has sole voting power over the stock held by these trusts and shares dispositive power over such stock with the other filing persons, who are the other trustees of these trusts, except for shares issuable upon conversion of the preferred shares referred to above, as to which Mr. Hess and the other trustees have such powers only upon conversion.

Note 2. This amount includes 105,874 shares held by a trust for the benefit of Mr. Hess' mother of which Mr. Hess is trustee. Mr. Hess has sole voting and dispositive power over the shares of Issuer held by this trust. This amount also includes an aggregate of 790,626 shares held by five trusts for the benefit of Mr. Hess' siblings, as to which Mr. Hess has sole voting power and shares dispositive power pursuant to a shareholders agreement among, inter alia, Mr. Hess and his siblings. This figure also includes 13,944 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power; an aggregate of 740,140 shares held by six trusts for the benefit of Mr. Hess and his heirs, of which Mr. Hess is trustee and has sole voting and dispositive power; 340,619 shares held by a trust of which Mr. Hess' spouse is trustee but as to which he has sole voting power and shared dispositive power pursuant to a shareholders agreement between, inter alia, Mr. Hess and his spouse, as trustee; 150,000 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; 954,000 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 3. This amount includes 2,145,627 shares held by the Hess Foundation, Inc. of which Messrs. Hess, Lefkowitz and Schreyer are directors and share voting and dispositive power.

Note 4. Represents 14,447 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 7,413 of such shares.

Note 5. This amount includes 37,000 shares owned directly by Mr. Schreyer as to which he has voting and dispositive power; 70,000 shares of restricted stock held in escrow for Mr. Schreyer under the Issuer's incentive compensation plan as to which Mr. Schreyer has voting but not dispositive power; 277,500 shares underlying options to purchase Common Stock of Issuer, as to which he has sole voting and dispositive power only upon exercise of such options; and 831 shares currently issuable upon conversion of 1,000 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 6. This amount includes 4,033 shares vested in the name of John Y. Schreyer under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Schreyer has sole dispositive power with respect to all these shares and sole voting power with respect to 2,018 of such shares.

Note 7. This amount includes 49,391 shares held by four trusts as to which Mr. Schreyer has shared voting and dispositive power.

Note 8. This amount includes 32,000 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 3,268,011 shares held by three trusts for the benefit of Mr. Hess' mother and her children. Mr. Hess is a co-trustee of this trust and shares voting and dispositive power with respect to these shares.

Note 10. 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
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).

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.

(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.

(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.

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 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 13, 2004

(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 13, 2004

(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 13, 2004

(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 13, 2004

(Date)

/s/ Burton T. Lefkowitz

Burton T. Lefkowitz

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 13, 2004

(Date)

/s/ John Y. Schreyer

John Y. Schreyer