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AMERADA HESS CORP  
Form S-3  
February 27, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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AMERADA HESS CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-4921002  
(I.R.S. Employer Identification No.)

1185 Avenue of the Americas  
New York, New York 10036  
(212) 997-8500  
(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

J. Barclay Collins II  
Amerada Hess Corporation  
1185 Avenue of the Americas  
New York, New York 10036  
(212) 997-8500  
(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

Copies to:

Kevin Keogh, Esq.  
White & Case LLP  
1155 Avenue of the Americas  
New York, New York 10036  
(212) 819-8200

Charles S. Whitman, III, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000

-----  
Approximate date of commencement of proposed sale to the public: From  
time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. / /

If any of the securities being registered on this Form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection with  
dividend or interest reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering. /X/ 333-65542

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

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Title of each class of Securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)
Debt Securities.....	\$600,000,000	100%	\$600,000,000

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- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Pursuant to Rule 429 under the Securities Act, the prospectus included in this registration statement also relates to \$500,000,000 maximum aggregate offering price of debt securities previously registered under the registrant's Registration Statement on Form S-3 (Registration No. 333-65542). The registration fee with respect to \$500,000,000 of debt securities was paid in connection with such registration statement.

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EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities pursuant to Rule 462(b) under the Securities Act. The contents of the registrant's Registration Statement on Form S-3 (Registration No. 333-65542) are incorporated herein by reference.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Exhibit
5	Opinion of White & Case LLP.
23.1	Consent of Ernst & Young, LLP, Independent Auditors.
23.2	Consent of White & Case LLP (included in Exhibit 5).
24.1	Powers of Attorney (included on the signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the

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registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 27, 2002.

AMERADA HESS CORPORATION

By: /s/ John Y. Schreyer

-----  
 Name: John Y. Schreyer  
 Title: Executive Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes each of John B. Hess, J. Barclay Collins II and John Y. Schreyer as attorney-in-fact, to sign in his or her name and behalf, individually and in each capacity designated below, and to file any amendments, including post-effective amendments to this registration statement and any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that the said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

SIGNATURE	TITLE	DATE
/s/ John B. Hess ----- (John B. Hess)	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February
----- (Nicholas F. Brady)	Director	February
/s/ J. Barclay Collins ----- (J. Barclay Collins II)	Director, Executive Vice President and General Counsel	February
/s/ Peter S. Hadley ----- (Peter S. Hadley)	Director	February
/s/ Edith E. Holiday -----	Director	February

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(Edith E. Holiday)

----- (William R. Johnson)	Director	February
/s/ Thomas H. Kean ----- (Thomas H. Kean)	Director	February
/s/ John J. O'Connor ----- (John J. O'Connor)	Director and Executive Vice President	February
/s/ Frank A. Olson ----- (Frank A. Olson)	Director	February
/s/ Roger B. Oresman ----- (Roger B. Oresman)	Director	February
/s/ John Y. Schreyer ----- (John Y. Schreyer)	Director, Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	February
/s/ Robert N. Wilson ----- (Robert N. Wilson)	Director	February
----- (Robert F. Wright)	Director	February

EXHIBIT INDEX

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