

Cochrane Luther P
Form 4
August 01, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cochrane Luther P

2. Issuer Name and Ticker or Trading Symbol
AMERISTAR CASINOS INC
[ASCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

3773 HOWARD HUGHES
PKWY, SUITE 490S

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAS VEGAS, NV 89169

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
Common Stock	07/29/2011		A	(A) or (D) Code V Amount Price A 3,750 (1) \$ 0	18,750 (2)	D	

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

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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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.09	07/29/2011		A	3,750	07/28/2012 ⁽³⁾ 07/29/2021	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cochrane Luther P 3773 HOWARD HUGHES PKWY SUITE 490S LAS VEGAS, NV 89169	X			

Signatures

/s/ Peter C. Walsh,
Attorney-in-Fact

07/29/2011

**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) Constitutes a grant of restricted stock units, each of which represents a right to receive one share of common stock in the future. Such restricted stock units vest in four equal, annual installments commencing on July 28, 2012.
- (2) Balance includes previously reported restricted stock units, each of which constitutes the right to receive one share of common stock in the future.
- (3) Options vest in four equal, annual installments commencing on July 28, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

150

General and administrative expenses

3

3

9

11

Interest expense

15

Explanation of Responses:

7

45

18

Depreciation, depletion and amortization

32

29

94

93

Total costs and expenses

101

81

287

272

Results of Operations Before Income Taxes

85

16

245

131

Explanation of Responses:

Provision (benefit) for income taxes (a)

10

(3

)

28

18

Net Income (Loss)

75

19

Explanation of Responses:

217

113

Less: Net income (loss) attributable to noncontrolling interests (b)

45

31

129

91

Net Income (Loss) Attributable to Hess Corporation

\$

30

\$

(12

)

\$

88

\$

22

(a) The provision for income taxes in the Midstream segment is presented before consolidating its operations with other U.S. activities of the Company and prior to evaluating realizability of net U.S. deferred taxes. An offsetting impact is presented in the E&P segment.

(b) The noncontrolling interests' share of income is not subject to tax and, therefore, is a pre-tax amount.

Total revenues and non-operating income for the third quarter and first nine months of 2018 increased, compared to the corresponding periods in 2017, primarily due to higher throughput volumes, partially offset by prior year activity associated with our former Permian assets that were sold in August 2017.

Operating costs and expenses for the third quarter of 2018 increased, compared to the prior year quarter due to higher activity related to produced water disposal services. The decrease in Operating costs and expenses for the first nine months of 2018, compared to the corresponding period in 2017, was primarily due to the sale of our former Permian assets, partially offset by higher activity related to produced water disposal services. The increase in interest expense in the third quarter and first nine months of 2018, compared to the corresponding periods in 2017, reflects higher borrowings by Hess Infrastructure Partners L.P. (HIP) following HIP's issuance of fixed-rate notes in the fourth quarter of 2017.

Net income attributable to Hess Corporation from the Midstream segment is estimated to be approximately \$30 million in the fourth quarter of 2018 and approximately \$115 million for the full year of 2018.

Items Affecting Comparability of Earnings Between Periods: In the third quarter of 2017, we recorded a pre-tax loss of \$57 million (\$34 million after income taxes and noncontrolling interest) associated with the sale of our Midstream assets in the Permian Basin.

PART I - FINANCIAL INFORMATION (CONT'D.)

Consolidated Results of Operations (continued)

Corporate, Interest and Other

The following table summarizes Corporate, Interest and Other expenses:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	(In millions)			
Corporate and other expenses (excluding items affecting comparability)	\$27	\$38	\$76	\$111
Interest expense	89	95	269	288
Less: Capitalized interest	(5)	(23)	(14)	(61)
Interest expense, net	84	72	255	227
Corporate, Interest and Other expenses before income taxes	111	110	331	338
Provision (benefit) for income taxes	(1)	(2)	(2)	(10)
Net Corporate, Interest and Other expenses after income taxes	110	108	329	328
Items affecting comparability of earnings between periods, after-tax	12	30	93	30
Total Corporate, Interest and Other Expenses After Income Taxes	\$122	\$138	\$422	\$358

Corporate and other expenses, excluding items affecting comparability, were lower in the third quarter and first nine months of 2018, compared with the corresponding periods in 2017, primarily due to lower employee related costs in the current year. Interest expense was lower in the third quarter and first nine months of 2018, compared with the corresponding periods in 2017, primarily due to lower average borrowings. Capitalized interest was lower in the third quarter and first nine months of 2018, compared with the corresponding periods in 2017, primarily due to the Stampede Field that commenced production in January 2018.

Fourth quarter 2018 corporate expenses are expected to be in the range of \$25 million to \$30 million, and interest expense is expected to be approximately \$85 million. We estimate corporate expenses for full year 2018 to be in the range of \$100 million to \$105 million, and interest expense to be approximately \$340 million.

Items Affecting Comparability of Earnings Between Periods: In the third quarter of 2018, Corporate expenses include an allocation of noncash income tax expense of \$12 million to offset the recognition of a noncash income tax benefit recorded in other comprehensive income resulting from changes in fair value of our 2019 crude oil hedging program, as required under accounting standards. In the nine months ended September 30, 2018, we also recognized pre-tax charges totaling \$53 million (\$53 million after income taxes) related to the premium paid for debt repurchases, a pre-tax charge of \$58 million (\$58 million after income taxes) resulting from the settlement of legal claims related to former downstream interests, and, as required under accounting standards, we recognized an allocation of noncash income tax benefit of \$30 million to offset the recognition of a noncash income tax expense recorded in other comprehensive income, resulting from a reduction in our pension liabilities. In the third quarter of 2017, we incurred pre-tax charges of \$30 million (\$30 million after income taxes) in connection with vacated office space, of which, \$11 million is included in General and administrative expenses and \$19 million is included in Depreciation, depletion and amortization in the Statement of Consolidated Income.

Other Items Potentially Affecting Future Results

Explanation of Responses:

Our future results may be impacted by a variety of factors, including but not limited to, volatility in the selling prices of crude oil, natural gas liquids and natural gas, reserve and production changes, asset sales, impairment charges and exploration expenses, industry cost inflation and/or deflation, changes in foreign exchange rates and income tax rates, changes in deferred tax asset valuation allowances, the effects of weather, political risk, environmental risk and catastrophic risk. For a more comprehensive description of the risks that may affect our business, see Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017.

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PART I - FINANCIAL INFORMATION (CONT'D.)

Liquidity and Capital Resources

The following table sets forth certain relevant measures of our liquidity and capital resources:

	September 30, 2018	December 31, 2017		
	(In millions, except ratio)			
Cash and cash equivalents (a)	\$3,004	\$ 4,847		
Current maturities of long-term debt	85	580		
Total debt (b)	6,694	6,977		
Total equity	11,046	12,354		
Debt to capitalization ratio (c)	37.7 %	36.1 %		

(a) Includes \$395 million of cash attributable to HIP, our 50/50 Midstream joint venture, at September 30, 2018 (December 31, 2017: \$356 million).

(b) Includes \$983 million of debt outstanding at September 30, 2018 from HIP that is non-recourse to Hess Corporation (December 31, 2017: \$980 million).

(c) Total debt as a percentage of the sum of total debt plus equity.

Cash Flows

The following table summarizes our cash flows:

	Nine Months Ended,	
	September 30, 2018	2017
	(In millions)	
Net cash provided by (used in):		
Operating activities	\$1,058	\$602
Investing activities	(901)	(601)
Financing activities	(2,000)	(207)
Net Increase (Decrease) in Cash and Cash Equivalents	\$(1,843)	\$(206)

Operating activities: Net cash provided by operating activities was \$1,058 million in the first nine months of 2018, compared to \$602 million in the first nine months of 2017. The increase in 2018 operating cash flows primarily reflects higher benchmark crude oil prices, and lower operating costs, partially offset by lower production volumes due to asset sales. Changes in working capital was a use of cash of \$483 million in the first nine months of 2018, and a use of cash of \$631 million in the first nine months of 2017. Changes in working capital during 2018 primarily relate to an increase in accounts receivable, which reflects higher realized sales prices, a reduction in accounts payable and accrued liabilities, and premiums paid on commodity contracts.

Investing activities: Cash outflows from investing activities increased in the first nine months of 2018 compared to the prior year period. Additions to property, plant and equipment were up \$50 million, compared to the same period in 2017, primarily reflecting increased Midstream expenditures, increased drilling activity in the Bakken, increased activity at the Liza Phase 1 development, exploratory drilling offshore Nova Scotia, Canada, and lower activity in the Gulf of Mexico in 2018. The Midstream segment invested \$67 million in its 50/50 joint venture with Targa

Explanation of Responses:

Resources, which was formed in 2018. Proceeds received from assets sales were \$607 million in the first nine months of 2018 down from \$783 million in the first nine months of 2017. Proceeds from asset sales in 2018 include the sale of our joint venture interests in the Utica shale play in eastern Ohio, and our share of proceeds from the sale and lease-back transaction of the floating, storage, and offloading vessel in the North Malay Basin.

The following table reconciles capital expenditures incurred on an accrual basis to Additions to property, plant and equipment:

	Nine Months Ended,	
	September 30, 2018	September 30, 2017
	(In millions)	
Capital expenditures incurred - E&P	\$(1,340)	\$(1,351)
Increase (decrease) in related liabilities	75	76
Additions to property, plant and equipment - E&P	\$(1,265)	\$(1,275)
Capital expenditures incurred - Midstream	\$(204)	\$(75)
Increase (decrease) in related liabilities	36	(33)
Additions to property, plant and equipment - Midstream	\$(168)	\$(108)

PART I - FINANCIAL INFORMATION (CONT'D.)

Liquidity and Capital Resources (continued)

Financing activities: In the first nine months of 2018, net debt repayments totaled \$610 million including the redemption of 8.125% notes due 2019, compared to \$92 million in the first nine months of 2017. In the first nine months of 2018, we also cash settled the repurchase of \$1,120 million of common stock (2017: \$- million). In addition, we paid common and preferred stock dividends totaling \$262 million in the first nine months of 2018, compared to \$273 million in the first nine months of 2017. In the first nine months of 2017, Hess Midstream Partners LP received \$365.5 million from the issuance of common units in an initial public offering, of which \$350 million was distributed 50/50 to Hess Corporation and GIP.

Future Capital Requirements and Resources

Excluding our Midstream segment, we ended the third quarter of 2018 with approximately \$2.6 billion in cash and cash equivalents, total liquidity including available committed credit facilities of approximately \$7.0 billion and no significant near-term debt maturities.

Net cash provided by operating activities was \$1,058 million in the first nine months of 2018, compared to \$602 million in the first nine months of 2017, which includes uses of working capital of \$483 million and \$631 million, respectively. Capital expenditures were \$1,544 million in the first nine months of 2018 and \$1,426 million in the first nine months of 2017. Based on current forward strip crude oil prices for 2019, we expect cash flow from operating activities and cash and cash equivalents existing at September 30, 2018 will be sufficient to fund our capital investment program and dividends through the end of 2019, and the repurchase of \$250 million of common stock remaining under our \$1.5 billion stock repurchase program in the fourth quarter of 2018.

The table below summarizes the capacity, usage and available capacity of our borrowings and letter of credit facilities at September 30, 2018:

	Expiration Date	Capacity	Borrowings	Letters of Credit Issued	Total Used	Available Capacity
		(In millions)				
Hess Corporation						
Revolving credit facility - Hess Corporation (a)	January 2021	\$4,000	\$ —	\$ —	\$ —	\$ 4,000
Committed lines	Various (b)	445	—	29	29	416
Uncommitted lines	Various (b)	266	—	266	266	—
Total - Hess Corporation		\$4,711	\$ —	\$ 295	\$ 295	\$ 4,416
Midstream						
Revolving credit facility - HIP (c)	November 2022	\$600	\$ —	\$ —	\$ —	\$ 600
Revolving credit facility - Hess Midstream Partners LP (HESM) (d)	March 2021	300	—	—	—	300
Total - Midstream		\$900	\$ —	\$ —	\$ —	\$ 900

(a) In January 2020, the capacity reduces to \$3.7 billion.

(b) Committed and uncommitted lines have expiration dates through 2019 and 2018, respectively.

(c) This facility may only be utilized by HIP and is non-recourse to Hess Corporation.

Explanation of Responses:

(d) This facility may only be utilized by HESM and is non-recourse to Hess Corporation.

Hess Corporation's \$4.0 billion syndicated revolving credit facility expires in January 2021, with commitments of \$3.7 billion available for the final year. Borrowings on the facility will generally bear interest at 1.30% above the London Interbank Offered Rate (LIBOR). The interest rate will be higher if our credit rating is lowered. The facility contains a financial covenant that limits the amount of the total borrowings on the last day of each fiscal quarter to 60% of the Corporation's total capitalization, defined as total debt plus stockholders' equity. As of September 30, 2018, Hess Corporation had no outstanding borrowings under this facility and was in compliance with this financial covenant.

We also have a shelf registration under which we may issue additional debt securities, warrants, common stock or preferred stock.

PART I - FINANCIAL INFORMATION (CONT'D.)

Liquidity and Capital Resources (continued)

HIP has \$800 million of senior secured syndicated credit facilities, consisting of a \$600 million 5-year revolving credit facility and a \$200 million 5-year Term Loan A facility. The revolving credit facility can be used for borrowings and letters of credit to fund the joint venture's operating activities and capital expenditures. Borrowings under the 5-year Term Loan A facility will generally bear interest at LIBOR plus an applicable margin ranging from 1.55% to 2.50%, while the applicable margin for the 5-year syndicated revolving credit facility ranges from 1.275% to 2.000%. The interest rate is subject to adjustment based on HIP's leverage ratio, which is calculated as total debt to Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA). If HIP obtains an investment grade credit rating, as defined in the amended credit agreement, pricing levels will be based on the credit ratings in effect from time to time. The credit facilities contain financial covenants that generally require a leverage ratio of no more than 5.0 to 1.0 for the prior four fiscal quarters and an interest coverage ratio, which is calculated as EBITDA to cash interest expense, of no less than 2.25 to 1.0 for the prior four fiscal quarters. The credit agreement includes a secured leverage ratio test not to exceed 3.75 to 1.00 for so long as the facilities remain secured. HIP was in compliance with these financial covenants at September 30, 2018. Outstanding borrowings under this credit facility are non-recourse to Hess Corporation. At September 30, 2018, HIP's revolving credit facility was undrawn and borrowings under the Term Loan A facility amounted to \$200 million, excluding deferred issuance costs. The credit facilities are secured by first priority perfected liens on substantially all of HIP's and certain of its wholly-owned subsidiaries' directly owned assets, including its equity interests in certain subsidiaries, subject to customary exclusions.

Hess Midstream Partners LP (the "Partnership") has a \$300 million 4-year senior secured syndicated revolving credit facility through March 2021 that can be used for borrowings and letters of credit to fund operating activities and capital expenditures of the Partnership. Borrowings on the credit facility will generally bear interest at LIBOR plus an applicable margin of 1.275%. The interest rate is subject to adjustment based on the Partnership's leverage ratio, which is calculated as total debt to EBITDA. If the Partnership obtains credit ratings, pricing levels will be based on the credit ratings in effect from time to time. The Partnership is subject to customary covenants in the credit agreement, including financial covenants that generally require a leverage ratio of no more than 4.5 to 1.0 for the prior four fiscal quarters. The credit facility is secured by first priority perfected liens on substantially all directly owned assets of the Partnership and its wholly-owned subsidiaries, including equity interests in subsidiaries, subject to certain customary exclusions. Outstanding borrowings under this credit facility are non-recourse to Hess Corporation. At September 30, 2018, this facility was undrawn.

Market Risk Disclosures

We are exposed in the normal course of business to commodity risks related to changes in the prices of crude oil and natural gas, as well as changes in interest rates and foreign currency values. See Note 15, Financial Risk Management Activities, in the Notes to Consolidated Financial Statements.

Financial Risk Management Activities

We have outstanding foreign exchange contracts with notional amounts totaling \$9 million at September 30, 2018 that are used to reduce our exposure to fluctuating foreign exchange rates for the British Pound. The change in fair value of foreign exchange contracts from a 10% strengthening of the U.S. Dollar exchange rate is estimated to be a loss of approximately \$1 million at September 30, 2018.

At September 30, 2018, our outstanding long term debt of \$6,421 million, excluding capital leases and including current maturities, had a fair value of \$6,925 million. A 15% increase or decrease in the rate of interest would

Explanation of Responses:

decrease or increase the fair value of debt by approximately \$490 million or \$550 million, respectively.

At September 30, 2018, we have outstanding West Texas Intermediate (WTI) crude oil put contracts. See Note 15, Financial Risk Management Activities in the Notes to Consolidated Financial Statements. As of September 30, 2018, an assumed 10% increase in the forward WTI crude oil prices used in determining the fair value of our crude oil put contracts would reduce the fair value of these derivatives instruments by approximately \$30 million, while an assumed 10% decrease in the same WTI crude oil prices would increase the fair value of these derivative instruments by approximately \$50 million.

PART I - FINANCIAL INFORMATION (CONT'D.)

Forward-looking Information

Certain sections in this Quarterly Report on Form 10-Q, including information incorporated by reference herein, contain “forward-looking” statements, as defined under the Private Securities Litigation Reform Act of 1995. Generally, the words “anticipate,” “estimate,” “expect,” “forecast,” “guidance,” “could,” “may,” “should,” “believe,” “intend,” “project,” “plan,” “predict,” “will,” “target” and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements related to our operations and financial conditions are based on our current understanding, assessments, estimates and projections. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our current projections or expectations. As and when made, we believe that these forward-looking statements are reasonable. However, caution should be taken not to place undue reliance on any such forward-looking statements since such statements speak only as of the date when made and there can be no assurance that such forward-looking statements will occur. We are not obligated to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Risk factors that could materially impact future actual results are discussed in Item 1A. Risk Factors in our Annual Report on Form 10-K and in our other filings with the SEC.

PART I - FINANCIAL INFORMATION (CONT'D.)

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The information required by this item is presented under Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Market Risk Disclosures."

Item 4. Controls and Procedures.

Based upon their evaluation of the Corporation's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2018, John B. Hess, Chief Executive Officer, and John P. Rielly, Chief Financial Officer, concluded that these disclosure controls and procedures were effective as of September 30, 2018.

There was no change in internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 in the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

Information regarding legal proceedings is contained in Note 13, Guarantees and Contingencies in the Notes to Consolidated Financial Statements and is incorporated herein by reference.

Item 2. Share Repurchase Activities.

Our common stock share repurchase activities for the three months ended September 30, 2018, were as follows:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share (a)	Total	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (c)
			Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	(In millions)
July	2,412,545	\$ 63.98	2,412,545	\$ 950
August	729,203	63.97	729,203	949
September	699,004	70.10	699,004	900
Total	3,840,752	\$ 65.09	3,840,752	

- (a) In July 2018, we entered into an accelerated share repurchase program (ASR) with a financial institution to repurchase \$200 million of our common stock, in which we received an initial delivery of approximately 2.4 million shares and upon completion of this transaction in August, we received an additional delivery of approximately 0.7 million shares of our common stock. The transaction price was determined by the volume-weighted average price of the shares during the term less a negotiated discount. During August and September, we repurchased approximately 0.7 million shares in open-market transactions. The average price paid per share was inclusive of transaction fees.
- (b) Since initiation of the buyback program in August 2013, total shares repurchased through September 30, 2018 amounted to 87.1 million at a total cost of \$6.6 billion including transaction fees.
- (c) In March 2013, we announced that our Board of Directors approved a stock repurchase program that authorized the purchase of common stock up to a value of \$4.0 billion. In May 2014, the share repurchase program was increased to \$6.5 billion and in March 2018, it was increased further to \$7.5 billion.

PART II – OTHER INFORMATION (CONT'D.)

Item 6. Exhibits.

a. Exhibits

31(1) Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a)).

31(2) Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a)).

32(1) Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).

32(2) Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).

101(INS) XBRL Instance Document.

101(SCH) XBRL Schema Document.

101(CAL) XBRL Calculation Linkbase Document.

101(LAB) XBRL Labels Linkbase Document.

101(PRE) XBRL Presentation Linkbase Document.

101(DEF) XBRL Definition Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HESS CORPORATION
(REGISTRANT)

By /s/ John B. Hess
JOHN B. HESS
CHIEF EXECUTIVE OFFICER

By /s/ John P. Rielly
JOHN P. RIELLY
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

Date: November 9, 2018