OCONNOR JOHN J

Form 4 March 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading OCONNOR JOHN J Issuer Symbol HESS CORP [HES] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify HESS CORPORATION, 1185 03/05/2008 below) **AVENUE OF THE AMERICAS Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10036 Person

| (,) | () | Table | e I - Non-De | erivative Sec | curitie | es Acqu | nrea, Disposea of | , or Beneficial | y Owned |
|-------------------------------|---------------------|--------------------|--------------|---------------------|-----------|---------|--------------------|-----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | s Acqu | ired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | n(A) or Dispo | osed o | f (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common | | | | | | | | | |
| Stock, \$1.00 par value | 03/05/2008 | | A | 100,000 | A | \$0 | 419,581 <u>(1)</u> | D | |
| , | | | | | | | | | |

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

(Zip)

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n Dominative Securities Assumed Disposed of an Boneficially Or

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|------------------|-------------|---------|-------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable Date | Date | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|--------------------------------|----------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

OCONNOR JOHN J **HESS CORPORATION** 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036

Executive Vice President X

Relationships

Signatures

George C. Barry for John J. 03/07/2008 O'Connor

**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).
- This amount includes 242,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until lapsing of the period set by the Committee administering **(1)** the Plan at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the

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. size: 10pt;">Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Reporting Owners 2 Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) At the annual meeting, our shareholders approved, or did not approve, the following proposals.

The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with (b) respect to each such proposal, as described in detail in Comcast Corporation's definitive proxy statement dated April 30, 2018, are set forth below.

(1) All of the director nominees named in the proxy statement were elected to serve as directors for one-year terms.

 Director
 For
 Withheld
 Broker Non-Votes

 Kenneth J. Bacon
 356,666,207 10,804,937 23,616,988

 Madeline S. Bell
 345,231,698 22,239,446 23,616,988

 Sheldon M. Bonovitz
 363,187,4864,283,658 23,616,988

 Edward D. Breen
 346,349,399 21,121,745 23,616,988

Edward D. Breen 346,349,39921,121,74523,616,988 Gerald L. Hassell 349,650,37017,820,77423,616,988 Jeffrey A. Honickman 362,212,3415,258,803 23,616,988 Maritza G. Montiel 364,272,6433,198,501 23,616,988 Asuka Nakahara 366,537,462933,682 23,616,988

Asuka Nakahara 366,537,462933,682 23,616,988 David C. Novak 350,366,58017,104,56423,616,988 Brian L. Roberts 356,316,62911,154,51523,616,988

(2) The appointment of Deloitte & Touche LLP as our independent auditors for the 2018 fiscal year, as described in the proxy statement, was ratified.

For Against Abstain Broker Non-Votes

384,321,0456,551,327215,760N/A

(3) The advisory vote on our executive compensation, as described in the proxy statement, was approved.

For Against Abstain Broker Non-Votes

312,195,53548,185,6507,089,95923,616,988

(4) A shareholder proposal to prepare an annual report on lobbying activities, as described in the proxy statement, was not approved.

For Against Abstain Broker Non-Votes

68,483,646290,102,6798,884,81923,616,988

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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 hereunto duly authorized.

COMCAST CORPORATION

Date:

June 14, By:/s/ Arthur R. Block

2018

Name: Arthur R. Block

Executive Vice

Title: President,

General Counsel and Secretary