SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

OMB Number:	3235-0287
Estimated average bu	ırden
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* Hess Midstream LP [HESM] (Check all applicable) HESS CORP Х Director 10% Owner Х 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify 05/19/2023 below) below) (Last) (First) (Middle) **1185 AVENUE OF THE AMERICAS** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person (Street) Form filed by More than One Reporting X NEW YORK NY 10036 Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct (D) or Indirect 7. Nature of Indirect Beneficial 1. Title of Security (Instr. 3) Transaction Beneficially if anv Code (Instr. Ownership (Instr. 4) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Reported Transaction(s) (A) or (D) v Price Code Amount (Instr. 3 and 4) See Class B Shares **J**(1) 05/19/2023 6,382,500 \$0.00 89,731,676 D I footnote⁽²⁾ See Class A Shares 05/19/2023 6,382,500 Α \$0.00 6,382,500 C T footnote⁽³⁾ See **Class A Shares** 05/19/2023 s 6,382,500 D \$26.12 0 I footnote⁽³⁾ See 449.000 **Class A Shares** T footnote⁽²⁾

			(e.g.	, puts,	cal	ls, v	varrants	, options,	convertil	ble se	curities)				
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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Opco Class B Units	(4)	05/19/2023		С			6,382,500	(4)	(4)	Class A Shares	6,382,500	\$0.00	89,731,676	I	See footnote ⁽³⁾

(Last)	(First)	(Middle)
1185 AVENUE (OF THE AMERIC	CAS
(Street)		
NEW YORK	NY	10036
(City)	(State)	(Zip)
1. Name and Addres	s of Reporting Perso	'n*
Hess Investm	ents North Dal	<u>kota LLC</u>
(Last)	(First)	(Middle)
1185 AVENUE (OF THE AMERIC	CAS
(Street)		
NEW YORK	NY	10036
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects the cancellation for no consideration of Class B Shares in connection with the conversion of the Opco Class B Units into Class A Shares.

Represents securities held by Hess Midstream GP LP. Hess Infrastructure Partners GP LLC is the sole member of Hess Midstream GP LLC, which is the general partner of Hess Midstream GP LP. Hess Infrastructure Partners GP LLC is a 50/50 joint venture between Hess Investments North Dakota LLC ("HINDL") and GIP II Blue Holding, L.P. ("Blue Holding"). As such, each of the foregoing entities may be deemed to beneficially own the securities held of record by Hess Midstream GP LP. Each such entity disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
Represents securities held by HINDL. HINDL is an indirect, wholly owned subsidiary of Hess Corporation, a publicly traded company listed on the New York Stock Exchange. As a result, Hess Corporation may be deemed to beneficially own the securities held of record by HINDL and Hess Midstream GP LP. Hess Corporation disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

4. The Opco Class B Units may be converted at any time into Class A Shares on a one-to-one basis and have no expiration date.

Remarks:

<u>/s/ John P. Rielly, Executive</u>	
Vice President and Chief	05/22/2023
Financial Officer	
/s/ Jonathan C. Stein, Vice	05/22/2023
<u>President</u>	03/22/2023
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.