SCHEINER JAMES I

Form 4 January 05, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number:

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

obligations

January 31, Expires: 2005 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHEINER JAMES I

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HARSCO CORP [HSC]

(Month/Day/Year)

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

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

350 POPLAR CHURCH ROAD

(Street)

01/03/2011

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMP HILL, PA 17011

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock,

\$1.25 par

value

7.052 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	orDeriv Secu Acqu Disp		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (1)	(1)	01/03/2011(1)	<u>(1)</u>	<u>I(1)</u>		1,170.984 (1)	<u>(1)</u>	<u>(1)</u>	Stock \$1.25 value
Non-Qualified Stock Option (right to buy)	\$ 13.9625 (2)						05/01/2002(2)	04/30/2011(2)	Stock \$1.25 value
Non-Qualified Stock Option (right to buy)	\$ 16.96 (2)						05/01/2004(2)	04/30/2013(2)	Stock \$1.25 value
Non-Qualified Stock Option (right to buy)	\$ 20.96						05/01/2003(2)	04/30/2012(2)	Stock \$1.25 value
Restricted Stock Units (3)	(3)						(3)	(3)	Comn Stock \$1.25 value

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SCHEINER JAMES I 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X					

Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: James I. Scheiner 01/05/2011

**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)

Reporting Owners 2

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Represents deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The sheduled settlement for the phantom stock units is in annual installments over ten years to commence by January 31, 2006. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.

- (2) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one-year vesting period and will be settled promptly following termination of the individual's service as a Director of the Company. Includes reinvested dividends.

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.