

FAZZOLARI SALVATORE D  
Form 4  
January 25, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FAZZOLARI SALVATORE D

(Last) (First) (Middle)  
350 POPLAR CHURCH ROAD  
(Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HARSCO CORP [HSC]

3. Date of Earliest Transaction (Month/Day/Year)  
01/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, \$1.25 par value <sup>(1)</sup>	01/22/2011 <sup>(1)</sup>	<sup>(1)</sup>	F		2,132.66 <sup>(1)</sup>	\$ 31.275 <sup>(1)</sup>	86,761.3938 <sup>(2)</sup> D

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

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(9-02)

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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 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 Underlying Securities (Instr. 3 and 4)
Incentive Stock Option (right to buy) <sup>(3)</sup>	\$ 16.325 <sup>(3)</sup>					01/21/2003 <sup>(3)</sup> 01/20/2012 <sup>(3)</sup>	Common Stock, \$1.25 par value <sup>(3)</sup> 48,000
Restricted Stock Units <sup>(1)</sup>	<sup>(1)</sup>					01/27/2010 <sup>(1)</sup> <sup>(1)</sup>	Common Stock, \$1.25 par value <sup>(1)</sup> 13,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAZZOLARI SALVATORE D 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X		Chairman, President and CEO	

## Signatures

Salvatore D. Fazzolari 01/25/2011

<sup>(1)</sup>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).
- Represents taxes withheld in consideration of taxes on restricted stock units granted in 2008 under the 1995 Executive Incentive Compensation Plan that vested on January 22, 2011. Grant had three year pro-rata vesting. No dividends are paid on the units until the RSUs vest.
- (1) Includes 18,262.437 shares that were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16-b by virtue of Rule 16a-8(b). The information presented is as of December 31, 2010.

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- (3) Stock option granted pursuant to the Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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