HARSCO CORP Form 4

February 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer subject to

Section 16. Form 4 or 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

OMB APPROVAL

OMB Number:

3235-0287

7. Nature of Indirect

Beneficial Ownership (Instr. 4)

January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * SORDONI ANDREW J III

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HARSCO CORP [HSC]

02/04/2011

(Street)

(First)

350 POPLAR CHURCH ROAD

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CAMP HILL, PA 17011

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	tr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature Indirect Beneficia Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	(1)	M(1)	4,000 (1)	A	\$ 13.9625 (1)	179,618 <u>(1)</u>	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	(1)	S <u>(1)</u>	16 (1)	D	\$ 33.84 (1)	179,602 (1)	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	400 (1)	D	\$ 33.83 (1)	179,202 (1)	D	

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Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	500 (1) D	\$ 33.81 (1)	178,702 (1)	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	1,000 D	\$ 33.8 (1)	177,702 (1)	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	200 (1) D	\$ 33.77 (1)	177,502 (1)	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	684 <u>(1)</u> D	\$ 33.74 (1)	176,818 <u>(1)</u>	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	1,000 D	\$ 33.72 (1)	175,818 <u>(1)</u>	D	
Common Stock, \$1.25 par value (1)	02/04/2011(1)	<u>(1)</u>	S <u>(1)</u>	200 (1) D	\$ 33.71 (1)	175,618 <u>(1)</u>	D	
Common Stock, \$1.25 par value (2)						42,600	Ι	by Spouse (3)

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)

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 on 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 Amou Underlying Secur (Instr. 3 and 4)
				Code V	(A) (D)	Expiration Date	Title

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							Date Exercisable			Ar Nu Sh
Sto	on-Qualified ock Option ght to buy)	\$ 13.9625 (1)	02/04/2011(1)	<u>(1)</u>	M <u>(1)</u>	4,000 (1)	<u>(1)</u>	04/30/2011(1)	Common Stock, \$1.25 par value (1)	4
Sto	on-Qualified ock Option ght to buy)	\$ 16.96 (1)					<u>(1)</u>	04/30/2013(1)	Common Stock, \$1.25 par value (1)	
Sto	on-Qualified ock Option ght to buy)	\$ 20.96 (1)					<u>(1)</u>	04/30/2012(1)	Common Stock, \$1.25 par value (1)	
	stricted ock Units (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock, \$1.25 par value (4)	13

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer of the second	Director	10% Owner	Officer	Other			
SORDONI ANDREW J III	v						
350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X						

Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: Andrew J. 02/07/2011 Sordoni, III

**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) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- (2) Gift of shares.
- (3) Reporting person disclaims beneficial ownership of these securities.

Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one-year (4) 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.

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