PIERCE D HOWARD

Form 4

February 17, 2011

FORM 4

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

OMB

response...

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or

2005 Estimated average burden hours per

0.5

Form 5 obligations may continue.

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

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading PIERCE D HOWARD Symbol

(Zip)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) HARSCO CORP [HSC] 3. Date of Earliest Transaction

X_ Director

10% Owner

350 POPLAR CHURCH ROAD

(Street)

(State)

02/15/2011

(Month/Day/Year)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

D

Person

CAMP HILL, PA 17011

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)

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

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

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Price

Code V Amount (D)

Common Stock,

(City)

\$1.25 par value

4,000

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

(Month/Day/Year)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Phantom Stock Units (1)	(1)	02/15/2011(1)	<u>(1)</u>	A(1)	365.884 (1)		(1)	(1)	Common Stock, \$1.25 par value (1)	3
Restricted Stock Units (2)	(2)	02/15/2011(2)	<u>(2)</u>	A(2)	65.751 (2)		(2)	(2)	Common Stock, \$1.25 par value (2)	
Incentive Stock Option (right to buy) (3)	\$ 13.9625 (3)						05/01/2002(3)	04/30/2011(3)	Common Stock, \$1.25 par value (3)	
Incentive Stock Option (right to buy) (3)	\$ 16.96 (3)						05/01/2004(3)	04/30/2013(3)	Common Stock, \$1.25 par value (3)	
Incentive Stock Option (right to buy) (3)	\$ 20.96 (3)						05/01/2003(3)	04/30/2012(3)	Common Stock, \$1.25 par value (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
PIERCE D HOWARD 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X					

Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: D. Howard
Pierce 02/17/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 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
- (1) date of settlement. The sheduled settlement for the balance of the phantom stock units is in a lump sum to to be paid after Mr. Pierce's retirement from the Board. 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.
- 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.
- (3) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

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.