HARSCO CORP Form 4 May 03, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

10% Owner

_ Other (specify

0.5

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

Officer (give title _

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

2. Issuer Name and Ticker or Trading

HARSCO CORP [HSC]

3. Date of Earliest Transaction

(Month/Day/Year)

05/01/2007

Symbol

1(b).

(Last)

P.O. BOX 8888

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

SORDONI ANDREW J III

1.0. BOX 6666		03/01/20	JO 7		below)	below)	\ 1 \ \ 7
			ndment, Date Ori th/Day/Year)	riginal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip) 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)	TransactionAcc Code Dis	sposed of (D) sstr. 3, 4 and 5) (A) or	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)
Common Stock, \$1.25 par value				(-)	191,000 (1)	D	
Common Stock, \$1.25 par value					2,000 (1)	I	By daughter
Common Stock, \$1.25 par value					3,000 (1)	I	By son

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Common Stock, \$1.25 par value

38,000 (1)

I

By Spouse

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. Transactic Code (Instr. 8)	Securit	ivative ries red ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Stock Option (Right to Buy)	\$ 23.08 (2)						(2)	04/30/2008(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 16.4063 (2)						(2)	04/30/2009(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 14.6563 (2)						(2)	04/30/2010(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 13.9625 (2)						(2)	04/30/2011(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 20.96 (2)						(2)	04/30/2012(2)	Common Stock, \$1.25 par value	
							(2)	04/30/2013(2)		

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Stock Option (Right to Buy)	\$ 16.96 (2)						Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP	<u>(3)</u>	05/01/2007	A	2,000	(3)	<u>(3)</u>	Common Stock, 2,0 \$1.25 par value

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SORDONI ANDREW J III

P.O. BOX 8888

X

CAMP HILL, PA 17001-8888

Signatures

Mark E. Kimmel, Attorney-in-Fact 05/02/2007

**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) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
- (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 (3) 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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