HARSCO CORP Form 4 April 28, 2009

FORM 4

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

OMB Number:

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SORDONI ANDREW J III			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)			HARSCO CORP [HSC] 3. Date of Earliest Transaction	(Check all applicable)		
P.O. BOX 8888		(white)	(Month/Day/Year) 04/27/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CAMP HILL, PA 17001-8888				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of		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	04/27/2009		M	4,000	A	\$ 16.4063	191,000	D	
Common Stock, \$1.25 par value	04/27/2009		S	1,400	D	\$ 26.42	189,600	D	
Common Stock, \$1.25 par value	04/27/2009		S	1,300	D	\$ 26.39	188,300	D	

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Common Stock, \$1.25 par value	04/27/2009	S	900	D	\$ 26.36	187,400	D	
Common Stock, \$1.25 par value	04/27/2009	S	300	D	\$ 26.37	187,100	D	
Common Stock, \$1.25 par value	04/27/2009	S	100	D	\$ 26.4	187,000	D	
Common Stock, \$1.25 par value						3,000	I	By daughter
Common Stock, \$1.25 par value						39,000	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)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and A
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 16.4063	04/27/2009		M	4,000	05/01/2000(1)	04/30/2009(1)	Common Stock, \$1.25 par value
						<u>(1)</u>	04/30/2010(1)	

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Stock Option (Right to Buy)	\$ 14.6563 (1)			Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 13.9625 (1)	<u>(1)</u>	04/30/2011(1)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 20.96 (1)	<u>(1)</u>	04/30/2012(1)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 16.96 (1)	<u>(1)</u>	04/30/2013(1)	Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP	<u>(2)</u>	(2)	<u>(2)</u>	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SORDONI ANDREW J III P.O. BOX 8888 CAMP HILL, PA 17001-8888	X						

Signatures

Mark E. Kimmel, Attorney-in-Fact 04/28/2009

**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.
- 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.

Reporting Owners 3