Harrington Ivor Form 4 January 25, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Harrington Ivor

(Last) (First) (Middle)

350 POPLAR CHURCH ROAD

(Street)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

below) Executive Vice President &

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	Secui	ities 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)	4. Securit onor Dispos (Instr. 3, 4)	ed 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 (1)	01/22/2011(1)	<u>(1)</u>	M <u>(1)</u>	10,000 (1)	A	(1)	10,000 (1)	D	
Common Stock, \$1.25 par value (1)	01/22/2011(1)	<u>(1)</u>	F <u>(1)</u>	3,210 (1)	D	\$ 31.275 (1)	6,790 <u>(1)</u>	D	
Common Stock, \$1.25 par value							147.808	I	by Managed Account

Edgar Filing: Harrington Ivor - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

10,00

Stock,

\$1.25 par

value (2)

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)	Code	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Restricted				10.000			Common	10.00

 $M^{(2)}$

Reporting Owners

(2)

Reporting Owner Name / Address Relationships

01/22/2011(2)

Director 10% Owner Officer Other

Harrington Ivor

350 POPLAR CHURCH ROAD CAMP HILL, PA 17011

Executive Vice President &

10,000

(2)

(2)

01/21/2012(2)

Signatures

Ivor J.

Stock

Units (2)

Harrington 01/25/2011

**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) Represents taxes withheld in consideration of taxes on restricted stock units granted on 9/21/10 under the 1995 Executive Incentive Compensation Plan that vested on January 22, 2011. No dividends are paid on the units until the RSUs vest.
- The restricted stock units shall vest as to 10,000 restricted stock units on the January 22, 2011 vesting date and as to the remaining 15,000 restricted stock units on the January 22, 2012 vesting date conditioned upon Mr. Harrington's continued employment with the Company or a subsidiary as of each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: Harrington Ivor - Form 4

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.