SCHNOOR STEPHEN J

Form 4

January 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHNOOR STEPHEN J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HARSCO CORP [HSC]

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

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

Director X_ Officer (give title

10% Owner Other (specify

350 POPLAR CHURCH ROAD

01/25/2011

below) below) Sr. V.P., CFO and Treasurer

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Applicable Line)

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

Person

CAMP HILL, PA 17011

(City) (State) (Zip)

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) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock.

12,033.9144 D

\$1.25 par value

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

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SEC 1474 (9-02)

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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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 31.75 (1)	01/25/2011(1)	<u>(1)</u>	A <u>(1)</u>	3,149 (1)	01/25/2014(1)	01/24/2018(1)	Common Stock, \$1.25 par value (1)
Non-Qualified Stock Option (right to buy)	\$ 31.75 (1)	01/25/2011(1)	<u>(1)</u>	A <u>(1)</u>	41,851 (1)	01/25/2014(1)	01/24/2018(1)	Common Stock, \$1.25 par value (1)
Restricted Stock Units (2)	(2)					01/27/2010(2)	01/27/2012(2)	Common Stock, \$1.25 par value (2)

Reporting Owners

Reporting Owner Name / Address		Relationships	

Director 10% Owner Officer Other

SCHNOOR STEPHEN J 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011

Sr. V.P., CFO and Treasurer

Signatures

Stephen J.

Schnoor 01/27/2011

**Signature of Person Date

Reporting Person

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 Harsco Corporation 1995 Executive Incentive Compensation Plan in a tranaction exempt under Rule 16b-3.
- (2) Represents restricted stock units granted in 2009 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until the RSUs vest.

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

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