

Harrington Ivor
Form 4
January 27, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrington Ivor

(Last) (First) (Middle)
350 POPLAR CHURCH ROAD
(Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARSCO CORP [HSC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President &

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

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

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)	6,790	D	
Common Stock, \$1.25 par value				(A) or (D)	147.808	I	by Managed Account

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 31.75 <u>(1)</u>	01/25/2011 ⁽¹⁾	<u>(1)</u>	A ⁽¹⁾	3,149 <u>(1)</u>	01/25/2014 ⁽¹⁾	01/24/2018 ⁽¹⁾	Common Stock, \$1.25 par value <u>(1)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 31.75 <u>(1)</u>	01/25/2011 ⁽¹⁾	<u>(1)</u>	A ⁽¹⁾	41,851 <u>(1)</u>	01/25/2014 ⁽¹⁾	01/24/2018 ⁽¹⁾	Common Stock, \$1.25 par value <u>(1)</u>
Restricted Stock Units <u>(2)</u>	<u>(2)</u>					01/21/2011 ⁽²⁾	01/21/2012 ⁽²⁾	Common Stock, \$1.25 par value <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Ivor 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011			Executive Vice President &	

Signatures

Ivor J.
Harrington 01/27/2011

**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).

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- (1) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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

- (2) 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.

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