

Jacoby Scott W
Form 4
February 01, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Jacoby Scott W

(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)
01/31/2011

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)
V.P. & Harsco Rail Group

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 ⁽¹⁾	01/31/2011 ⁽¹⁾	⁽¹⁾	M ⁽¹⁾	A	\$ 16.325 4,000 ⁽¹⁾ 7,493.67 ⁽¹⁾	D	
Common Stock, \$1.25 par value ⁽¹⁾	01/31/2011 ⁽¹⁾	⁽¹⁾	S ⁽¹⁾	D	\$ 31.64 4,000 ⁽¹⁾ 3,493.67 ⁽¹⁾	D	
Common Stock, \$1.25 par value ⁽²⁾					3,276.426	I	by Managed Account ⁽²⁾

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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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 16.325 ⁽¹⁾	01/31/2011 ⁽¹⁾	⁽¹⁾	M ⁽¹⁾	4,000 ⁽¹⁾	⁽¹⁾ 01/20/2012 ⁽¹⁾	Common Stock, \$1.25 par value ⁽¹⁾
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 31.75 ⁽¹⁾					01/25/2014 ⁽¹⁾ 01/24/2018 ⁽¹⁾	Common Stock, \$1.25 par value ⁽¹⁾
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$ 31.75 ⁽¹⁾					01/25/2014 ⁽¹⁾ 01/24/2018 ⁽¹⁾	Common Stock, \$1.25 par value ⁽¹⁾
Restricted Stock Units ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock, \$1.25 par value ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacoby Scott W 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011			V.P. & Harsco Rail Group	

Signatures

Scott W. Jacoby

02/01/2011

**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) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) Includes shares that were acquired in the Harsco Corporation Savings Plan in transactions that were exempt from Section 16(b) by virtue of Rule 16a-8(b). The information presented is as of December 31, 2010.
- (3) 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.

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