

HARSCO CORP  
Form 4  
February 07, 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

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 \*  
SORDONI ANDREW J III

(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)  
02/04/2011

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<sup>(1)</sup>	M <sup>(1)</sup>		4,000 <sup>(1)</sup> A \$ 13.9625 <sup>(1)</sup>	179,618 <sup>(1)</sup>	D
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<sup>(1)</sup>	S <sup>(1)</sup>		16 <sup>(1)</sup> D \$ 33.84 <sup>(1)</sup>	179,602 <sup>(1)</sup>	D
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<sup>(1)</sup>	S <sup>(1)</sup>		400 <sup>(1)</sup> D \$ 33.83 <sup>(1)</sup>	179,202 <sup>(1)</sup>	D

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Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	500 <sup>(1)</sup>	D	\$ 33.81 <sup>(1)</sup>	178,702 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	1,000 <sup>(1)</sup>	D	\$ 33.8 <sup>(1)</sup>	177,702 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	200 <sup>(1)</sup>	D	\$ 33.77 <sup>(1)</sup>	177,502 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	684 <sup>(1)</sup>	D	\$ 33.74 <sup>(1)</sup>	176,818 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	1,000 <sup>(1)</sup>	D	\$ 33.72 <sup>(1)</sup>	175,818 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	02/04/2011 <sup>(1)</sup>	<u>(1)</u>	S <sup>(1)</sup>	200 <sup>(1)</sup>	D	\$ 33.71 <sup>(1)</sup>	175,618 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(2)</sup>							42,600	I	by Spouse <sup>(3)</sup>

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. 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Expiration Date	Title

						Date			Am
						Exercisable			Nur
								Sha	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 13.9625 <u>(1)</u>	02/04/2011 <u>(1)</u>	<u>(1)</u>	M <u>(1)</u>	4,000 <u>(1)</u>	<u>(1)</u>	04/30/2011 <u>(1)</u>	Common Stock, \$1.25 par value <u>(1)</u>	4
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 16.96 <u>(1)</u>					<u>(1)</u>	04/30/2013 <u>(1)</u>	Common Stock, \$1.25 par value <u>(1)</u>	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 20.96 <u>(1)</u>					<u>(1)</u>	04/30/2012 <u>(1)</u>	Common Stock, \$1.25 par value <u>(1)</u>	
Restricted Stock Units <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock, \$1.25 par value <u>(4)</u>	13

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SORDONI ANDREW J III 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011			X	

## Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: Andrew J. Sordoni, III

02/07/2011

        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 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

(2) Gift of shares.

(3) Reporting person disclaims beneficial ownership of these securities.

(4) 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.

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