HARSCO CORP Form 4 May 01, 2008

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol HARSCO CORP [HSC]	5. Relationship of Reporting Person(s) t Issuer  (Check all applicable)		
3. Date of Earliest Transaction	(Chiefi an approach)		
(Month/Day/Year) 05/01/2008	X Director 10% Owner Officer (give title below) Other (special below)		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	Symbol HARSCO CORP [HSC] 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2008 4. If Amendment, Date Original		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly 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. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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					3,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Stock Option (Right to Buy)	\$ 13.9625					<u>(1)</u>	04/30/2011(1)	Common Stock, \$1.25 par value	Ĺ
Stock Option (Right to Buy)	\$ 20.96 (1)					<u>(1)</u>	04/30/2012(1)	Common Stock, \$1.25 par value	Ĺ
Stock Option (Right to Buy)	\$ 16.96 (1)					<u>(1)</u>	04/30/2013(1)	Common Stock, \$1.25 par value	Ĺ
Restricted Stock Units-NEDSP	<u>(2)</u>	05/01/2008		A	2,000	<u>(2)</u>	<u>(2)</u>	Common Stock, \$1.25 par value	2,0 <u>0</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
SCANLAN CAROLYN F					
P.O. BOX 8888	X				
CAMP HILL, PA 17001-8888					

## **Signatures**

Mark E. Kimmel, Attorney-in-Fact 05/01/2008

\*\*Signature of Reporting Person D

## **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.

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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. 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.