HARSCO CORP Form 4 May 10, 2016

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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(b).

1. Name and Address of Reporting Person \* Hochman Russell C.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB** 

Number:

Expires:

Symbol

HARSCO CORP [HSC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

350 POPLAR CHURCH ROAD

(Month/Day/Year) 05/06/2016

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

below)

SVP, GC, CCO&Corp. Sec.

10% Owner

**OMB APPROVAL** 

3235-0287

January 31,

0.5

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CAMP HILL, PA 17011

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4)

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

(Month/Day/Year)

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securi Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of			
				Code V	(A)	(D) Date Exercisable	Expiration Date e	Title	Amo or Nun of S
Restricted Stock Unit	<u>(1)</u>	05/06/2016		A	17,381	<u>(1)</u>	<u>(1)</u>	Common Stock	17,
Performance Share Unit	<u>(2)</u>	05/06/2016		A	17,381	(2)	12/31/2018(2)	Common Stock	17,
Stock Appreciation Right	\$ 7	05/06/2016		A	41,525	(3)	05/06/2026(3)	Common Stock	41,

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Hochman Russell C. 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011

SVP, GC, CCO&Corp. Sec.

### **Signatures**

/s/ Russell C. Hochman 05/10/2016

\*\*Signature of Reporting 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).
- Restricted stock units granted under the 2013 Equity and Incentive Compensation Plan represent a contingent right to receive Harsco common stock on a one-for-one basis when the restricted stock units vest. The restricted stock units vest in one-third increments on each of the first three anniversaries of the date of grant.
- Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The
- (2) performance share units vest based on the total shareholder return of Harsco common stock relative to the S&P 600 Industrials Index. The performance share units vest on 12/31/2018.
- (3) The stock appreciation rights vest in one-third increments on each of the first three anniversaries of the date of grant.

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.

Reporting Owners 2