

HARSCO CORP  
Form 4  
February 24, 2006

**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 \*  
SORDONI ANDREW J III

(Last) (First) (Middle)

P.O. BOX 8888

(Street)

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$1.25 par value  | 02/23/2006                           |  | M                              | V 2,000 A \$ 34.6875  | 90,500  | D  |   |
| Common Stock, \$1.25 par value  |                                      |  |                                |   | 1,000   | I  | By daughter   |
| Common Stock, \$1.25 par value  |                                      |  |                                |   | 1,500   | I  | By son  |

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Common Stock, \$1.25 par value 19,000 I By Spouse

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable    Expiration Date                      | Title   |
|  |  |                                      |  | Code    V    (A)    (D)        |   |  |   |
| Stock Option (Right to Buy) <u>(1)</u>     | \$ 34.6875 <u>(1)</u>                                  | 02/23/2006                           |  | M                              | 2,000   | 01/01/2000 <sup>(1)</sup> 04/30/2006 <sup>(1)</sup>      | Common Stock, \$1.25 par value                    |
| Stock Option (Right to Buy) <u>(1)</u>     | \$ 37.06   |                                      |  |                                |   | <sup>(1)</sup> 04/30/2007                                | Common Stock, \$1.25 par value                    |
| Stock Option (Right to Buy) <u>(1)</u>     | \$ 46.16   |                                      |  |                                |   | <sup>(1)</sup> 04/30/2008                                | Common Stock, \$1.25 par value                    |
| Stock Option (Right to Buy) <u>(1)</u>     | \$ 32.8125   |                                      |  |                                |   | <sup>(1)</sup> 04/30/2009                                | Common Stock, \$1.25 par value                    |
| Stock Option (Right to Buy) <u>(1)</u>     | \$ 29.3125   |                                      |  |                                |   | <sup>(1)</sup> 04/30/2010                                | Common Stock, \$1.25 par value                    |
|  | \$ 27.925  |                                      |  |                                |   | <sup>(1)</sup> 04/30/2011                                |   |

|   |  |            |                       |   |
|---|--|------------|-----------------------|---|
| Stock Option<br>(Right to Buy)<br><u>(1)</u>                |  |            |                       | Common<br>Stock,<br>\$1.25 par<br>value |
| Stock Option<br>(Right to Buy) \$ 41.92<br><u>(1)</u>       |  | <u>(1)</u> | 04/30/2012            | Common<br>Stock,<br>\$1.25 par<br>value |
| Stock Option<br>(Right to Buy) \$ 33.92<br><u>(1)</u>       |  | <u>(1)</u> | 04/30/2013            | Common<br>Stock,<br>\$1.25 par<br>value |
| Restricted<br>Stock<br>Units-NEDSP <u>(2)</u><br><u>(2)</u> |  | <u>(2)</u> | 05/03/2005 <u>(2)</u> | Common<br>Stock,<br>\$1.25 par<br>value |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SORDONI ANDREW J III<br>P.O. BOX 8888<br>CAMP HILL, PA 17001-8888 |               |           | X       |       |

## Signatures

Mark E. Kimmel,  
Attorney-in-Fact

02/24/2006

  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.

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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