

HARSCO CORP
Form 4
May 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
Neuffer Richard C

(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)
05/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	05/04/2007		M		2,400	A	\$ 18.905
Common Stock, \$1.25 par value	05/04/2007		S		200	D	\$ 52.08
Common Stock, \$1.25 par value	05/04/2007		S		400	D	\$ 52.07

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Common Stock, \$1.25 par value	05/04/2007	S	1,250	D	\$ 52.04	550		D	
Common Stock, \$1.25 par value	05/04/2007	S	350	D	\$ 52.03	200		D	
Common Stock, \$1.25 par value	05/04/2007	S	200	D	\$ 52.01	0		D	
Common Stock, \$1.25 par value ⁽¹⁾						4,638.857 ⁽¹⁾		I	Savings Plan
						<u>(2)</u>			

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

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(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)
Stock Option (Right to Buy) ⁽³⁾	\$ 18.905 ⁽³⁾	05/04/2007		M	2,400	01/26/1999 ⁽³⁾ 01/25/2008 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 14.5 ⁽³⁾					⁽³⁾ 01/23/2010 ⁽³⁾	Common Stock, \$1.25 par value
						⁽³⁾ 01/21/2011 ⁽³⁾	

Stock	\$ 12.815							Common
Option	(3)							Stock,
(Right to								\$1.25 par
Buy) (3)								value
Stock								Common
Option	\$ 16.325					(3)	01/20/2012(3)	Stock,
(Right to	(3)							\$1.25 par
Buy) (3)								value
Restricted								Common
Stock Unit	(3)					(4)	01/24/2008(4)	Stock,
-EICP (3)								\$1.25 par
								value
Restricted								Common
Stock								Stock,
Units-EICP	(4)					(4)	01/24/2009(4)	\$1.25 par
(4)								value
Restricted								Common
Stock Units	(5)					(5)	01/23/2010(5)	Stock,
- EICP (5)								\$1.25 par
								value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neuffer Richard C P.O. BOX 8888 CAMP HILL, PA 17001-8888			Group President	

Signatures

Mark E. Kimmel,
Attorney-in-Fact

05/07/2007

__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) These shares 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 April 30, 2007.
 - (2) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
 - (3) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
 - (4) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Each restricted stock unit has a three year vesting period. No dividends are paid on the units until they vest.
 - (5) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until they vest.

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