HARSCO CORP Form 4 August 03, 2005

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287 January 31,

0.5

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005

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if no longer subject to Section 16. 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHEINER JAMES I			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
			HARSCO CORP [HSC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
P.O. BOX 8888			(Month/Day/Year) 08/01/2005	X Director 10% Owner Officer (give title below) Other (special below)		
(Street)			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		
CAMP HILL, PA 17001-8888				Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)	omr Dispo (Instr. 3,	sed of 4 and (A) or		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	08/01/2005		M	2,000	A	\$ 37.06	5,526	D	
Common Stock, \$1.25 par value	08/01/2005		S	2,000	D	\$ 60.7425	3,526	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

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displays a currently valid OMB control number.

$\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (1)	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 37.06 (2)	08/01/2005		M		2,000	05/01/1998(2)	04/30/2007(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 46.16 (2)						(2)	04/30/2008(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 32.8125 (2)						(2)	04/30/2009(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 29.3125 (2)						<u>(2)</u>	04/30/2010(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 27.925 (2)						(2)	04/30/2011(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 41.92 (2)						(2)	04/30/2012(2)	Common Stock, \$1.25 par value
							(2)	04/30/2013(2)	

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Stock Option (Right to Buy)	\$ 33.92 (2)			Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP	(3)	(3)	05/03/2005(3)	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHEINER JAMES I
P.O. BOX 8888

X

CAMP HILL, PA 17001-8888

Signatures

Mark E. Kimmel, Attorney-In-Fact 08/02/2005

**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).
- Represents deferred compensation under the 1995 Non-Employee Directors' Stock Plan. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The scheduled settlement date for the phantom stock units is in annual installments over ten years to commence by January 31, 2006. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as
- the valuation date.

 (2) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- (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.

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.

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