HARSCO CORP Form 4 February 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 * VIVIANO JOSEPH P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Street)

(Middle)

HARSCO CORP [HSC] 3. Date of Earliest Transaction

_X__ Director

10% Owner

P.O. BOX 8888

(Last)

(Month/Day/Year) 02/22/2006

Officer (give title Other (specify below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

CAMP HILL, PA 17001-8888

Form filed by More than One Reporting Person

						1	CISOII		
(City)	(State)	(Zip) Tab	le I - Non-	Derivative	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)	4. Securi oner Dispos (Instr. 3,	sed of		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	02/22/2006		M	1,000	A	\$ 41.92	6,400	D	
Common Stock, \$1.25 par value	02/22/2006		S	1,000	D	\$ 80.78	5,400	D	
Common Stock, \$1.25 par value	02/22/2006		M	2,000	A	\$ 32.8125	7,400	D	

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Common Stock, \$1.25 par value	02/22/2006	S	500	D	\$ 80.76	6,900	D
Common Stock, \$1.25 par value	02/22/2006	S	1,000	D	\$ 80.77	5,900	D
Common Stock, \$1.25 par value	02/22/2006	S	500	D	\$ 80.774	5,400	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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 conf 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 A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (1)	(1)					(1)	<u>(1)</u>	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 32.8125 (2)	02/22/2006		M	2,000	05/01/2000(2)	04/30/2009(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 29.3125 (2)					(2)	04/30/2010(2)	Common Stock, \$1.25 par value

(e.g., puts, calls, warrants, options, convertible securities)

 $04/30/2011\underline{^{(2)}}$

(2)

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Stock Option (Right to Buy)	\$ 27.925 (2)						Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 41.92 (2)	02/22/2006	M	1,000	05/01/2003(2)	04/30/2012(2)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 33.92 (<u>2)</u>				(2)	04/30/2013(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	Relationships						
	Director	10% Owner	Officer	Other			
VIVIANO JOSEPH P P.O. BOX 8888 CAMP HILL, PA 17001-8888	X						

Signatures

Mark E. Kimmel, Attorney-In-Fact

**Signature of Reporting Person Dat

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
- (1) scheduled settlement date for the phantom stock units is by January 31, 2008. 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.
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year (3) 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.

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