HARSCO CORP
Form 4
April 21, 2006

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person [*]
HATHAWAY DEREK 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)
04/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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 [(1)]	04/20/2006		S [(2)]		300	D	$ 86	102,063.3913	D	
Common Stock, $1.25 par value	04/20/2006		S [(2)]		600	D	$ 86.01	101,463.3913	D	
Common Stock, $1.25 par value	04/20/2006		S [(2)]		100	D	$ 86.02	101,363.3913	D	

Common Stock, $1.25 par value	04/20/2006	S(2)	300	D	$ 86.03	101,063.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	800	D	$ 86.04	100,263.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	600	D	$ 86.05	99,663.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	100	D	$ 86.06	99,563.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	400	D	$ 86.08	99,163.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	100	D	$ 86.09	99,063.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	300	D	$ 86.11	98,763.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	400	D	$ 86.13	98,363.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	200	D	$ 86.14	98,163.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	100	D	$ 86.15	98,063.3913	D
Common Stock, $1.25 par value	04/20/2006	S(2)	100	D	$ 86.16	97,963.3913	D
	04/20/2006	S(2)	100	D		97,863.3913	D

Common Stock, $1.25 par value						$ 86.19		
Common Stock, $1.25 par value	04/20/2006		S (2)	100	D	$ 86.2	97,763.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	100	D	$ 86.22	97,663.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	200	D	$ 86.23	97,463.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	500	D	$ 86.25	96,963.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	200	D	$ 86.26	96,763.3913	D
Common Stock, $1.25 par value	04/20/2006		S/K (2)	300	D	$ 86.27	96,463.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	400	D	$ 86.29	96,063.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	200	D	$ 86.33	95,863.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	200	D	$ 86.41	95,663.3913	D
Common Stock, $1.25 par value	04/20/2006		S (2)	100	D	$ 86.43	95,563.3913	D
							27,656.001 (3)	I

Common Stock, $1.25 par value	Savings Plan

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 Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (4)	$ 37.81 (4)							(4)	01/25/2008(4)	Common Stock, $1.25 par value	(4)	
Stock Option (Right to Buy) (4)	$ 29 (4)							(4)	01/23/2010(4)	Common Stock, $1.25 par value	(4)	
Stock Option (Right to Buy) (4)	$ 32.65 (4)							(4)	01/20/2012(4)	Common Stock, $1.25 par value	(4)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATHAWAY DEREK C P.O. BOX 8888	X		Chairman and CEO	

CAMP HILL, PA 17001-8888

Signatures

Derek C. Hathaway	04/21/2006
**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)** This filing represents a continued filing three of four SEC Form 4 filings for this date.
- **(2)** The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 1 5, 2006.
- **(3)** These shares were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16(b) by virtu e of Rule 16a-8(b). The information presented is as of March 31, 2006.
- **(4)** Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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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