

HATHAWAY DEREK C

Form 4

May 23, 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

OMB
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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)

05/22/2006

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)

Chairman and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.25 par value ⁽¹⁾	05/22/2006		S ⁽²⁾	200	D	\$ 77.79	103,563.3913 D
Common Stock, \$1.25 par value	05/22/2006		S ⁽²⁾	600	D	\$ 77.87	102,963.3913 D
Common Stock, \$1.25 par value	05/22/2006		S ⁽²⁾	400	D	\$ 77.92	102,563.3913 D

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Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 77.95	102,463.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 77.99	102,263.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78	102,063.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.03	101,863.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.05	101,663.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.06	101,463.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 78.09	101,363.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.15	101,163.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	400	D	\$ 78.17	100,763.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	300	D	\$ 78.32	100,463.3913	D
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 78.35	100,363.3913	D
	05/22/2006	<u>S(2)</u>	78.4	D	\$ 300	100,284.9913	D

Common Stock, \$1.25 par value								
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.6	100,084.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 78.67	99,984.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 78.78	99,884.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 78.93	99,684.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 79.1	99,584.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	300	D	\$ 79.21	99,284.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 79.22	99,184.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	100	D	\$ 79.39	99,084.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	200	D	\$ 79.41	98,884.9913	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S(2)</u>	300	D	\$ 79.42	98,584.9913	D	
	05/22/2006	<u>S(2)</u>	100	D		98,484.9913	D	

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Common Stock, \$1.25 par value	\$ 79.53		
Common Stock, \$1.25 par value	27,656.001 ⁽³⁾	I	Savings Plan

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

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SEC 1474
(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 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⁾	\$ 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

05/23/2006

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 two of three 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 15, 2006.
- (3) These shares were acquired under 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, 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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