

HARSCO CORP  
Form 4  
January 26, 2009

**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 \*  
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)

01/22/2009

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)

Sr. V.P. and Grp. Pres.

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	01/22/2009		M		2,333.33	A \$ 26.155	4,872.33	D	
Common Stock, \$1.25 par value	01/22/2009		F		983.33	D \$ 26.155	3,889	D	
Common Stock, \$1.25 par value <sup>(1)</sup>							3,346.28 <u>(1)</u>	I	Savings Plan

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Restricted							
Stock	01/22/2009	M	2,333.33	D	\$	4,666.67	D
Units					26.155		

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 14.5 <sup>(2)</sup>					<sup>(2)</sup>	01/23/2010 <sup>(2)</sup>	Common Stock, \$1.25 par value <sup>(2)</sup>
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 12.815 <sup>(2)</sup>					<sup>(2)</sup>	01/21/2011 <sup>(2)</sup>	Common Stock, \$1.25 par value <sup>(2)</sup>
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 16.325 <sup>(2)</sup>					<sup>(2)</sup>	01/20/2012 <sup>(2)</sup>	Common Stock, \$1.25 par value <sup>(2)</sup>
Restricted Stock Units-EICP <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup>	01/24/2009 <sup>(3)</sup>	Common Stock, \$1.25 par value <sup>(3)</sup>
Restricted Stock Units - EICP <sup>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup>	01/23/2010 <sup>(4)</sup>	Common Stock, \$1.25 par value <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neuffer Richard C P.O. BOX 8888 CAMP HILL, PA 17001-8888			Sr. V.P. and Grp. Pres.	

## Signatures

Richard C.  
Neuffer

01/26/2009

\_\_\_\_\_  
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 December 31, 2007.
- (2) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (3) 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.
- (4) 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.

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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