

SCHNOOR STEPHEN J

Form 4

January 27, 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 *
SCHNOOR STEPHEN J

(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)

01/23/2009

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 ____ Other (specify
below) below)

Chief Financial Officer

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)
Common Stock, \$1.25 par value	01/23/2009		M	1,166.67	A \$ 26.23	5,109.8614	D
Common Stock, \$1.25 par value	01/23/2009		F	428.67	D \$ 26.23	4,681.1914	D
Common Stock, \$1.25 par value						1,781.5 ⁽¹⁾	I Savings Plan

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Restricted
Stock
Units

2,666.67 ⁽²⁾ D

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 Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units-EICP ⁽³⁾	⁽³⁾					⁽³⁾ 01/24/2009 ⁽³⁾	Common Stock, \$1.25 par value
Restricted Stock Units - EICP ⁽²⁾	⁽²⁾	01/23/2009		M	1,166.67	01/23/2009 ⁽²⁾ 01/23/2010 ⁽²⁾	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHNOOR STEPHEN J P.O. BOX 8888 CAMP HILL, PA 17001-8888	Chief Financial Officer

Signatures

Stephen J.
Schnoor 01/27/2009

**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 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 December 31, 2008.
- (2) 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.
- (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.

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.