

KIMMEL MARK E
Form 4
January 26, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIMMEL MARK E

(Last) (First) (Middle)
350 POPLAR CHURCH ROAD
(Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARSCO CORP [HSC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2010

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)
Sr. V.P., Gen. Counsel & CSec.

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⁾ | 01/22/2010 ⁽¹⁾ | ⁽¹⁾ | M ⁽¹⁾ | | 3,333.33 ⁽¹⁾ | D | \$ 32.7 ⁽¹⁾ 15,674.565 ⁽¹⁾ |
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/22/2010 ⁽¹⁾ | ⁽¹⁾ | F ⁽¹⁾ | | 1,188.33 ⁽¹⁾ | D | \$ 32.7 ⁽¹⁾ 14,486.235 ⁽¹⁾ |
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/22/2010 ⁽¹⁾ | ⁽²⁾ | M ⁽¹⁾ | | 3,333.34 ⁽¹⁾ | A | \$ 32.7 ⁽¹⁾ 17,819.575 ⁽¹⁾ |

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| | | | | | | | | |
|---|---------------------------|------------|------------------|-------------------------|---|--------------------------|---------------------------|---|
| Common Stock, \$1.25 par value <u>(1)</u> | 01/23/2010 ⁽¹⁾ | <u>(1)</u> | M ⁽¹⁾ | 3,333.34 ⁽¹⁾ | A | \$ 16.325 ⁽¹⁾ | 21,152.915 ⁽¹⁾ | D |
| Common Stock, \$1.25 par value <u>(1)</u> | 01/23/2010 ⁽¹⁾ | <u>(1)</u> | F ⁽¹⁾ | 1,040.34 ⁽¹⁾ | D | \$ 32.7 ⁽¹⁾ | 20,112.575 ⁽³⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) <u>(1)</u> | \$ 16.325 ⁽¹⁾ | 01/23/2010 ⁽¹⁾ | <u>(1)</u> | M ⁽¹⁾ | 3,333.34 ⁽¹⁾ | 01/23/2010 ⁽¹⁾ 01/20/2012 ⁽¹⁾ | Common Stock, \$1.25 par value <u>(1)</u> |
| Restricted Stock Units <u>(1)</u> | <u>(1)</u> | | | | | 01/23/2008 ⁽¹⁾ 01/23/2010 ⁽¹⁾ | Common Stock, \$1.25 par value <u>(1)</u> |
| Restricted Stock Units <u>(1)</u> | <u>(1)</u> | | | | | 01/27/2010 ⁽¹⁾ 01/27/2012 ⁽¹⁾ | Common Stock, \$1.25 par value <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIMMEL MARK E | | | Sr. V.P., Gen. Counsel & CSec. | |

350 POPLAR CHURCH ROAD
CAMP HILL, PA 17011

Signatures

Mark E. Kimmel

01/26/2010

 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) 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.
- (2) Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year vesting period and will be settled promptly following termination of the individual's service as a Director of the Company. Includes reinvested dividends.
- (3) Includes 3,333.34 restricted stock units granted on January 22, 2008 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until they vest. Also includes 2,156.2250 shares that 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, 2009.

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.