HARSCO CORP Form 4 August 16, 2006

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction 1(b).

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 \* JASINOWSKI JERRY J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HARSCO CORP [HSC]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

X\_ Director

P.O. BOX 8888

(Month/Day/Year) 08/15/2006

10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMP HILL, PA 17001-8888

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Instr. 3) (Month/Day/Year) Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Following

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Common

Stock, \$1.25 par

value

1.200 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	N S
Phantom Stock Units (1)	(1)	08/15/2006		J	212.645		<u>(1)</u>	<u>(1)</u>	Common Stock, \$1.25 par value	2
Stock Option (Right to Buy)	\$ 32.8125 (2)						(2)	04/30/2009(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 41.92 (2)						(2)	04/30/2012(2)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 33.92 (2)						(2)	04/30/2013(2)	Common Stock, \$1.25 par value	
Restricted Stock Units-NEDSP	(3)						<u>(3)</u>	<u>(3)</u>	Common Stock, \$1.25 par value	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JASINOWSKI JERRY J							
P.O. BOX 8888	X						
CAMP HILL, PA 17001-8888							

## **Signatures**

Mark E. Kimmel,
Attorney-In-Fact

\*\*Signature of Reporting Person

Date

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### **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).
  - Represents deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The scheduled settlement date for the phantom stock units is in annual installments over five years to commence by
- January 31, 2010. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.
- (2) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year (3) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes
- (3) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

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.