

HARSCO CORP
Form 4
May 07, 2007

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

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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)

05/04/2007

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)

Group President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.25 par value	05/04/2007		M	2,400	A \$ 18.905	2,400	D
Common Stock, \$1.25 par value	05/04/2007		S	200	D \$ 52.08	2,200	D
Common Stock, \$1.25 par value	05/04/2007		S	400	D \$ 52.07	1,800	D

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Common Stock, \$1.25 par value	05/04/2007	S	1,250	D	\$ 52.04	550	D	
Common Stock, \$1.25 par value	05/04/2007	S	350	D	\$ 52.03	200	D	
Common Stock, \$1.25 par value	05/04/2007	S	200	D	\$ 52.01	0	D	
Common Stock, \$1.25 par value ⁽¹⁾						4,638.857 ⁽¹⁾ <u>(2)</u>	I	Savings Plan

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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy) ⁽³⁾	\$ 18.905 ⁽³⁾	05/04/2007		M	2,400	01/26/1999 ⁽³⁾ 01/25/2008 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 14.5 ⁽³⁾					⁽³⁾ 01/23/2010 ⁽³⁾	Common Stock, \$1.25 par value
						⁽³⁾ 01/21/2011 ⁽³⁾	

Stock Option (Right to Buy) ⁽³⁾	\$ 12.815 <u>(3)</u>				Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 16.325 <u>(3)</u>	<u>(3)</u>	01/20/2012 ⁽³⁾		Common Stock, \$1.25 par value
Restricted Stock Unit -EICP ⁽³⁾	<u>(3)</u>	<u>(4)</u>	01/24/2008 ⁽⁴⁾		Common Stock, \$1.25 par value
Restricted Stock Units-EICP ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	01/24/2009 ⁽⁴⁾		Common Stock, \$1.25 par value
Restricted Stock Units - EICP ⁽⁵⁾	<u>(5)</u>	<u>(5)</u>	01/23/2010 ⁽⁵⁾		Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neuffer Richard C P.O. BOX 8888 CAMP HILL, PA 17001-8888			Group President	

Signatures

Mark E. Kimmel,
Attorney-in-Fact

05/07/2007

 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 April 30, 2007.
- (2) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
- (3) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (4) 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.
- (5) 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.

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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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