

BUTLER GEFREY D H

Form 4

January 28, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER GEFREY D H

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 8888

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2009

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	01/26/2009		M		10,000	A	\$ 26.23
Common Stock, \$1.25 par value	01/26/2009		F		4,100	D	\$ 26.23
Restricted Stock Units							10,666.67 ⁽¹⁾

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

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SEC 1474
(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 (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) ⁽²⁾	\$ 14.5 ⁽²⁾							⁽²⁾	01/23/2010 ⁽²⁾	Common Stock, \$1.25 pa value
Stock Option (Right to Buy) ⁽²⁾	\$ 12.815 ⁽²⁾							⁽²⁾	01/21/2011 ⁽²⁾	Common Stock, \$1.25 pa value
Stock Option (Right to Buy) ⁽²⁾	\$ 16.325 ⁽²⁾							⁽²⁾	01/20/2012 ⁽²⁾	Common Stock, \$1.25 pa value
Restricted Stock Units-EICP ⁽³⁾	⁽³⁾	01/26/2009		M		10,000		01/24/2009 ⁽³⁾	01/24/2009 ⁽³⁾	Common Stock, \$1.25 pa value
Restricted Stock Units - EICP ⁽¹⁾	⁽¹⁾							⁽¹⁾	01/23/2010 ⁽¹⁾	Common Stock, \$1.25 pa value
Restricted Stock Units-EICP ⁽⁴⁾	⁽⁴⁾	01/27/2009		A		8,000		01/27/2010 ⁽⁴⁾	01/27/2012 ⁽⁴⁾	Restrict Stock Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BUTLER GEFREY D H
P.O. BOX 8888
CAMP HILL, PA 17001-8888

X

President

Signatures

Mark E. Kimmel,
Attorney-in-Fact

01/28/2009

__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) 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) 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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