HARSCO CORP Form 4 May 03, 2007

# FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VIVIANO JOSEPH P			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HARSCO CORP [HSC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	_X_ Director 10% Owner		
P.O. BOX 8888 (Street)			05/01/2007	Officer (give title Other (specify below)		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CAMP HILI	L, PA 17001	1-8888		Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Disposed (Instr. 3, 4 a	and 5) (A) or	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	05/02/2007		Code V  M	Amount (2,000 A	(D) Price A \$ 20.96	12,800	D	
Common Stock, \$1.25 par value	05/02/2007		S	2,000	D \$51.74	10,800	D	
Common Stock, \$1.25 par value	05/02/2007		M	1,000 A	4 \$ 14.6563	11,800	D	

#### Edgar Filing: HARSCO CORP - Form 4

Common

value

1. Title of

Derivative

2.

Conversion

Stock, \$1.25 par 05/02/2007 S 1,000 D \$51.49 10,800 (1) D

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

3. Transaction Date 3A. Deemed

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(9-02)

6. Date Exercisable and Expiration

7. Title ar

Underlyin

5. Number of

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

(Month/Day/Year) Execution Date, if TransactionDerivative

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (2)	<u>(2)</u>			Code v	(A)	(D)	<u>(2)</u>	<u>(2)</u>	Stock \$1.25 p value (
Stock Option (Right to Buy)	\$ 14.6563 (4)	05/02/2007		M		1,000	05/01/2001(4)	04/30/2010(4)	Stock \$1.25 p value (
Stock Option (Right to Buy)	\$ 13.9625 (4)						<u>(4)</u>	04/30/2011(4)	Stock \$1.25 p value
Stock Option (Right to Buy)	\$ 20.96 (5)	05/02/2007		M		2,000	<u>(5)</u>	04/30/2012(5)	Stock \$1.25 p value
Stock Option (Right to Buy)	\$ 16.96 (4)						<u>(4)</u>	04/30/2013(4)	Stock \$1.25 p value
Restricted Stock Units-NEDSP	<u>(5)</u>	05/01/2007		A	2,000		(5)	(5)	Commo Stock \$1.25 p
									)

(5) value

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VIVIANO JOSEPH P P.O. BOX 8888 X CAMP HILL, PA 17001-8888

## **Signatures**

Mark E. Kimmel, Attorney-In-Fact 05/03/2007

\*\*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) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
  - Represents deferred compensation under the 1995 Non-Employee Directors' Stock Plan. 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
- (2) scheduled settlement date for the phantom stock units is by January 31, 2008. 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.
- Represents phantom stock units credited from January to April 1995 at prices ranging from \$41.375 to \$47.375 per share in lieu of
- (3) directors' fees as deferred compensation under the 1995 Non-Employee Directors' Stock Plan in transactions exempt from old Rule 16b-3. The information presented is as of April 30, 1995.
- (4) 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 (5) 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.

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