HARSCO CORP Form 4 August 17, 2007

FORM 4

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

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PIERCE D HOWARD Issuer Symbol HARSCO CORP [HSC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title _ Other (specify P.O. BOX 8888 08/15/2007 (Street) 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 Form filed by More than One Reporting CAMP HILL, PA 17001-8888 Person

(City)	(State)	(Zip)	Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1 Title of	2 Transaction I	Date 2A De	emed	3	1 Securities	5 Amount of	6 Ownership 7	Nature o			

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) F	Price (Instr. 3 and 4)		
a			Code v	Amount (D) F	Tice		
Common							

Stock,

 $4,000^{(1)}$ D

\$1.25 par value

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	
Phantom Stock Units (2)	<u>(2)</u>	08/15/2007		J	395.621	<u>(2)</u>	<u>(2)</u>	Common Stock, 3 \$1.25 par value	
Stock Option (Right to Buy)	\$ 13.9625 (3)					(3)	04/30/2011(3)	Common Stock, \$1.25 par value (3)	
Stock Option (Right to Buy)	\$ 20.96 (3)					(3)	04/30/2012(3)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 16.96 (3)					(3)	04/30/2013(3)	Common Stock, \$1.25 par value	
Restricted Stock Units-NEDSP	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock, \$1.25 par value	

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
PIERCE D HOWARD P.O. BOX 8888 CAMP HILL, PA 17001-8888	X					
Signatures						

Date

Signatures

Mark E. Kimmel, 08/17/2007 Attorney-In-Fact **Signature of Reporting Person

Reporting Owners 2 Edgar Filing: HARSCO CORP - Form 4

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 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 lump sum 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.
- (3) 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
- (4) 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.