HARSCO CORP Form 4 January 14, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person *
SORDONI ANDREW J III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

_X__ Director

(Middle) (Last) (First)

(Street)

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

(Check all applicable)

10% Owner

P.O. BOX 8888 01/10/2008

HARSCO CORP [HSC]

Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original 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) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, 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)	3. Transaction Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	01/10/2008		M	4,000	A	\$ 23.08	195,000	D	
Common Stock, \$1.25 par value							2,000 (1)	I	By daughter
Common Stock, \$1.25 par value	12/17/2007		J <u>(2)</u> V	3,000	D (2)	(2)	0	I	By son

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Common Stock, \$1.25 par value

38,000 (1) I

By Spouse

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)

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. Transactic Code (Instr. 8)	Secu Acqu (A) o Dispo	rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 23.08 (3)	01/10/2008		M		4,000	05/01/1999(2)	04/30/2008(3)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 16.4063 (<u>3)</u>						(3)	04/30/2009(3)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 14.6563 (3)						(3)	04/30/2010(3)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 13.9625 (3)						(3)	04/30/2011(3)	Common Stock, \$1.25 par value
Stock Option (Right to Buy)	\$ 20.96 (3)						(3)	04/30/2012(3)	Common Stock, \$1.25 par value
							<u>(3)</u>	04/30/2013(3)	

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Stock Option (Right to Buy)	\$ 16.96 (3)				Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP	<u>(5)</u>		(5)	<u>(5)</u>	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SORDONI ANDREW J III

P.O. BOX 8888

X

CAMP HILL, PA 17001-8888

Signatures

Mark E. Kimmel, Attorney-in-Fact 01/14/2008

**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.
- (2) Transfer of shares to brokerage account by adult son who no longer shares the same address as reporting person.
- (3) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- (4) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation 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 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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