HARSCO CORP Form 4 January 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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).

(Last)

value (1)

P.O. BOX 8888

1. Name and Address of Reporting Person * Neuffer Richard C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Sr. V.P. and Grp. Pres.

(First)

(Street)

(Middle)

HARSCO CORP [HSC] 3. Date of Earliest Transaction

(Month/Day/Year) 01/23/2008

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

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

CAMP HILL, PA 17001-8888

X Form filed by One Reporting Person Form filed by More than One Reporting

Critin 11122,11117001 0000				Person							
	(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
	Common Stock, \$1.25 par value	01/23/2008		M	1,666.67	A	\$ 47.81	1,666.67	D		
	Common Stock, \$1.25 par value	01/23/2008		F	706.67	D	\$ 47.81	960	D		
	Common Stock, \$1.25 par							3,114.685 (1) (2)	I	Savings Plan	

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Restricted Stock Units

 $7,000 \frac{(3)}{}$

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) (4)	\$ 14.5 (4)						<u>(4)</u>	01/23/2010(4)	Common Stock, \$1.25 par value
Stock Option (Right to Buy) (4)	\$ 12.815 (4)						<u>(4)</u>	01/21/2011(4)	Common Stock, \$1.25 par value
Stock Option (Right to Buy) (4)	\$ 16.325 (4)						<u>(4)</u>	01/20/2012(4)	Common Stock, \$1.25 par value
Restricted Stock Unit -EICP (5)	<u>(5)</u>						<u>(5)</u>	01/24/2008(5)	Common Stock, \$1.25 par value
Restricted Stock Units-EICP	<u>(5)</u>						<u>(5)</u>	01/24/2009(5)	Common Stock, \$1.25 par value
Restricted Stock Units - EICP (3)	(3)	01/23/2008		M		1,666.67	01/23/2008(3)	01/23/2010(3)	Common Stock, \$1.25 par value

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Neuffer Richard C P.O. BOX 8888

Sr. V.P. and Grp. Pres.

CAMP HILL, PA 17001-8888

Signatures

Mark E. Kimmel, Attorney-in-Fact 01/25/2008

**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).
- 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 December 31, 2007.
- (2) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
- (3) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata ve sting. No dividends are paid on the units until they vest.
- (4) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (5) 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.

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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