

HARSCO CORP
Form 4
February 24, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)
P.O. BOX 8888
(Street)
CAMP HILL, PA 17001-8888

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock, \$1.25 par value	02/23/2006		M	2,000 A	\$ 34.6875 90,500	D	
Common Stock, \$1.25 par value					1,000	I	By daughter
Common Stock, \$1.25 par value					1,500	I	By son

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Common Stock, \$1.25 par value 19,000 I By Spouse

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)

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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Stock Option (Right to Buy) <u>(1)</u>	\$ 34.6875 <u>(1)</u>	02/23/2006		M	2,000	01/01/2000 ⁽¹⁾	04/30/2006 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 37.06					⁽¹⁾	04/30/2007	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 46.16					⁽¹⁾	04/30/2008	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 32.8125					⁽¹⁾	04/30/2009	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 29.3125					⁽¹⁾	04/30/2010	Common Stock, \$1.25 par value
	\$ 27.925					⁽¹⁾	04/30/2011	

Stock Option (Right to Buy) <u>(1)</u>				Common Stock, \$1.25 par value
Stock Option (Right to Buy) \$ 41.92 <u>(1)</u>		<u>(1)</u>	04/30/2012	Common Stock, \$1.25 par value
Stock Option (Right to Buy) \$ 33.92 <u>(1)</u>		<u>(1)</u>	04/30/2013	Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP <u>(2)</u> <u>(2)</u>		<u>(2)</u>	05/03/2005 <u>(2)</u>	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SORDONI ANDREW J III P.O. BOX 8888 CAMP HILL, PA 17001-8888			X	

Signatures

Mark E. Kimmel,
Attorney-in-Fact

02/24/2006

 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) 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 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.

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