

FAZZOLARI SALVATORE D
Form 4
January 22, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FAZZOLARI SALVATORE D

(Last) (First) (Middle)
350 POPLAR CHURCH ROAD
(Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2010

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)
Chairman and CEO

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)
			Code	V	Amount	(D)	Price
Common Stock, \$1.25 par value	01/20/2010		M		40,000	A	\$ 14.5
					107,787.3228	D	
Common Stock, \$1.25 par value	01/20/2010		F		24,008	D	\$ 34.82
					83,779.3228	D	(1)

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 (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy) ⁽²⁾	\$ 14.5 ⁽²⁾	01/20/2010 ⁽²⁾	⁽²⁾	D ⁽²⁾	40,000 ⁽²⁾	01/24/2001 ⁽²⁾ 01/23/2010 ⁽²⁾	Common Stock, \$1.25 par value ⁽²⁾
Incentive Stock Option (right to buy) ⁽³⁾	\$ 16.325 ⁽³⁾					01/21/2003 ⁽³⁾ 01/20/2012 ⁽³⁾	Common Stock, \$1.25 par value ⁽³⁾
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾					01/23/2008 ⁽⁴⁾ 01/23/2010 ⁽⁴⁾	Common Stock, \$1.25 par value ⁽⁴⁾
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾					01/27/2010 ⁽⁴⁾ ⁽⁴⁾	Common Stock, \$1.25 par value ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAZZOLARI SALVATORE D 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X		Chairman and CEO	

Signatures

Salvatore D.
Fazzolari

01/22/2010

**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).

- Includes 17,950.046 shares that were acquired under 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, 2009. Also includes 13,333.33 restricted stock units granted on January 22, 2008 with three-year prorata vesting.
- (1) 16-b by virtue of Rule 16a-8(b). The information presented is as of December 31, 2009. Also includes 13,333.33 restricted stock units granted on January 22, 2008 with three-year prorata vesting.
 - (2) Exercise of stock option pursuant to a Trading Plan with the Company dated August 10, 2009 for a stock option scheduled to expire on January 23, 2010.
 - (3) Stock option granted pursuant to the Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
 - (4) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. 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.

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