

SCHNOOR STEPHEN J

Form 4

January 31, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNOOR STEPHEN J

(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)

01/27/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. V.P., CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 <u>(1)</u>	01/27/2011 <u>(1)</u>	<u>(1)</u>	M <u>(1)</u>	1,666.67 <u>(1)</u>	A \$ 32.895 <u>(1)</u>	13,700.5844 <u>(1)</u>	D
Common Stock, \$1.25 par value <u>(1)</u>	01/27/2011 <u>(1)</u>	<u>(1)</u>	F <u>(1)</u>	564.67 <u>(1)</u>	D \$ 32.895 <u>(1)</u>	13,135.9144 <u>(1)</u>	D

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	01/27/2011 ⁽¹⁾	<u>(1)</u>	M ⁽¹⁾	1,666.67 <u>(1)</u>	<u>(1)</u>	01/27/2012 ⁽¹⁾	Common Stock \$1.25 per value (\$)
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 31.75 <u>(2)</u>					01/25/2014 ⁽²⁾	01/24/2018 ⁽²⁾	Common Stock \$1.25 per value (\$)
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.75 <u>(2)</u>					01/25/2014 ⁽²⁾	01/24/2018 ⁽²⁾	Common Stock \$1.25 per value (\$)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHNOOR STEPHEN J 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	Sr. V.P., CFO and Treasurer

Signatures

Stephen J.
Schnoor 01/31/2011

 **Signature of Date
Reporting Person

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) Represents restricted stock units granted in 2009 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until the RSUs vest.

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- (2) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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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