

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**

SEC Accession No. **0000045876-05-000046**

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ISSUER

HARSCO CORP

CIK: **45876** | IRS No.: **231483991** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3440** Fabricated structural metal products

Mailing Address

*PO BOX 8888
CAMP HILL PA 17001-8888*

Business Address

*P O BOX 8888
CAMP HILL PA 17001-8888
7177637064*

REPORTING OWNER

PIERCE D HOWARD

CIK: **1204047**
Type: **4** | Act: **34** | File No.: **001-03970** | Film No.: **05789963**

Mailing Address

*C/O HARSCO CORP
P O BOX 8888
CAMP HILL PA 17001-8888*

Business Address

717-975-5675

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person PIERCE D HOWARD			2. Issuer Name and Ticker or Trading Symbol HARSCO CORP [HSC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2005		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
P.O. BOX 8888			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) CAMP HILL, PA 17001-8888						
(City)	(State)	(Zip)				

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	(A) or (D)			
Common Stock, \$1.25 par value							2,000 ⁽¹⁾	D	

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Phantom Stock Units ⁽¹⁾	⁽¹⁾						⁽¹⁾	⁽¹⁾	Common Stock, \$1.25 par value	⁽¹⁾		5,146.842	D	
Stock Option (Right to Buy) ⁽²⁾	\$27.925						⁽²⁾	04/30/2011	Common Stock, \$1.25 par value	⁽²⁾		2,000	D	
Stock Option	\$41.92						⁽²⁾	04/30/2012	Common Stock,	⁽²⁾		2,000	D	

(Right to Buy) ⁽²⁾										\$1.25 par value				
Stock Option (Right to Buy) ⁽²⁾	\$33.92						⁽²⁾	04/30/2013		Common Stock, \$1.25 par value	⁽²⁾		2,000	D
Restricted Stock Units-NEDSP ⁽³⁾	⁽³⁾	05/02/2005		<u>A</u>	750		05/02/2006 ⁽³⁾	05/03/2005 ⁽³⁾		Common Stock, \$1.25 par value	750 ⁽³⁾	⁽³⁾	1,250	D

Explanation of Responses:

1. Represents deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The scheduled settlement date for the phantom stock units is in lump sum to commence by January 31, 2010. Includes reinvested dividends.
2. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
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.

Signatures

Mark E. Kimmel, Attorney-In-Fact

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.