

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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([HTML Version](#) on secdatabase.com)

REPORTING OWNER

FAZZOLARI SALVATORE D

CIK: **1201346**

Type: **4** | Act: **34** | File No.: **001-03970** | Film No.: **09545940**

Mailing Address

*C/O HARSCO CORP PO BOX
8888*

CAMP HILL PA 17001-8888

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*

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

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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 FAZZOLARI SALVATORE D			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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			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)	Price			
Common Stock, \$1.25 par value	01/22/2009		M		6,666.67	A	\$26.155	30,244.6168	D	
Common Stock, \$1.25 par value	01/22/2009		F		2,759.67	D	\$26.155	27,484.9468	D	
Common Stock, \$1.25 par value								17,506.0871 ⁽¹⁾	I	Savings Plan
Restricted Stock Units	01/22/2009		M		6,666.67	D	\$26.115	13,333.33	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					
Stock Option (Right to Buy) ⁽²⁾	\$14.5 ⁽²⁾							⁽²⁾	01/23/2010 ⁽²⁾	Common Stock, \$1.25 par value	⁽²⁾	40,000	D	

Stock Option (Right to Buy) ⁽²⁾	\$16.325 ⁽²⁾							(2)	01/20/2012 ⁽²⁾	Common Stock, \$1.25 par value	(2)		48,000	D	
Restricted Stock Units-EICP ⁽³⁾								(3)	01/24/2009 ⁽³⁾	Common Stock, \$1.25 par value	(3)		10,000	D	
Restricted Stock Units - EICP ⁽⁴⁾								(4)	01/23/2010 ⁽⁴⁾	Common Stock, \$1.25 par value	(4)		10,666.67	D	

Explanation of Responses:

1. These shares 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, 2008.
2. Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
3. 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.
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.

Signatures

Salvatore D. Fazzolari

** Signature of Reporting Person

01/26/2009

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.