

PIERCE D HOWARD

Form 4

February 18, 2010

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2010

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

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

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

CAMP HILL, PA 17011

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                         |                                         |                                                             | Code                                    | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock,<br>\$1.25 par<br>value |                                         |                                                             |                                         |                                                                            | 4,000                                                                                                              | 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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: PIERCE D HOWARD - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title a<br>Underlyi<br>(Instr. 3) |
|--------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|
|                                                              |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                     | Date Exercisable Expiration Date                               | Title                                |
| Phantom<br>Stock<br>Units <u>(1)</u>                         | <u>(1)</u>                                                            | 02/16/2010 <u>(1)</u>                   | <u>(1)</u>                                                  | J <u>(1)</u>                            | 638.427<br><u>(1)</u>                                                                               | <u>(1)</u> <u>(1)</u>                                          | Comm<br>Stock<br>\$1.25 p<br>value   |
| Phantom<br>Stock<br>Units <u>(1)</u>                         | <u>(1)</u>                                                            | 02/16/2010 <u>(1)</u>                   | <u>(1)</u>                                                  | J <u>(1)</u>                            | 340.307<br><u>(1)</u>                                                                               | <u>(1)</u> <u>(1)</u>                                          | Comm<br>Stock<br>\$1.25 p<br>value   |
| Restricted<br>Stock<br>Units <u>(2)</u>                      | <u>(2)</u>                                                            | 02/16/2010 <u>(2)</u>                   | <u>(2)</u>                                                  | J <u>(2)</u>                            | 61.891<br><u>(3)</u>                                                                                | <u>(2)</u> <u>(2)</u>                                          | Comm<br>Stock<br>\$1.25 p<br>value   |
| Incentive<br>Stock<br>Option<br>(right to<br>buy) <u>(4)</u> | \$ 13.9625<br><u>(4)</u>                                              |                                         |                                                             |                                         |                                                                                                     | 05/01/2002 <u>(4)</u> 04/30/2011 <u>(4)</u>                    | Comm<br>Stock<br>\$1.25 p<br>value   |
| Incentive<br>Stock<br>Option<br>(right to<br>buy) <u>(4)</u> | \$ 16.96<br><u>(4)</u>                                                |                                         |                                                             |                                         |                                                                                                     | 05/01/2004 <u>(4)</u> 04/30/2013 <u>(4)</u>                    | Comm<br>Stock<br>\$1.25 p<br>value   |
| Incentive<br>Stock<br>Option<br>(right to<br>buy) <u>(4)</u> | \$ 20.96<br><u>(4)</u>                                                |                                         |                                                             |                                         |                                                                                                     | 05/01/2003 <u>(4)</u> 04/30/2012 <u>(4)</u>                    | Comm<br>Stock<br>\$1.25 p<br>value   |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| PIERCE D HOWARD<br>350 POPLAR CHURCH ROAD<br>CAMP HILL, PA 17011 | X             |           |         |       |

## Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: D. Howard  
Pierce

02/18/2010

\_\_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).

(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 for the phantom stock units is in a lump sum to commence by January 31, 2010. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.

(2) 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.

(3) Represents accrued benefit in the form of phantom stock units from the terminated Directors' Retirement Plan transferred to the 1995 Non-Employee Directors' Retirement Plan to be ultimately settled in cash.

(4) Stock option granted pursuant to 1995 Non-Employee Directors' Stock 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.

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