HARSCO CORP Form 4 February 19, 2008

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

P.O. BOX 8888

(Print or Type Responses)

1. Name and	Address	of Reporting	Person
VIVIANO	JOSEF	PH P	

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

HARSCO CORP [HSC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/15/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Issuer

below)

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

X_ Director

Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMP HILL, PA 17001-8888

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock, \$1.25 par value

 $10,800^{(1)}$ D

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)

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Phantom Stock Units (2)	(2)	02/15/2008		J	59.852	(2)	<u>(2)</u>	Common Stock, \$1.25 par value	59
Stock Option (Right to Buy)	\$ 13.9625 (3)					<u>(3)</u>	04/30/2011(3)	Common Stock, \$1.25 par value	
Stock Option (Right to Buy)	\$ 16.96 (3)					(3)	04/30/2013(3)	Common Stock, \$1.25 par value	
Restricted Stock Units-NEDSP	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock, \$1.25 par value	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIVIANO JOSEPH P				
P.O. BOX 8888	X			
CAMP HILL, PA 17001-8888				

Signatures

Mark E. Kimmel, Attorney-In-Fact 02/19/2008

**Signature of Reporting Person Da

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) Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
- (2) Represents deferred compensation under the 1995 Non-Employee Directors' Stock Plan. 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

Reporting Owners 2

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scheduled settlement date for the phantom stock units is by January 31, 2008. 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.

- (3) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year (4) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes
- (4) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

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.