

GRASBERGER F NICHOLAS III  
 Form 4  
 March 05, 2019

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRASBERGER F NICHOLAS III**

(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)  
 03/02/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 03/02/2019                           |  | M                              |   | 14,377 A \$ 0   | 447,014  | D   |
| Common Stock                    | 03/02/2019                           |  | F                              |   | 6,108 D \$ 22.71  | 440,906  | D   |
| Common Stock                    | 03/03/2019                           |  | M                              |   | 20,073 A \$ 0   | 460,979  | D   |
| Common Stock                    | 03/03/2019                           |  | F                              |   | 8,528 D \$ 22.71  | 452,451  | 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)

| 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 03/02/2019                           |  | M                              | 14,377  | (2) (2)  | Common Stock  | 14,377                        |
| Restricted Stock Units                     | (1)  | 03/03/2019                           |  | M                              | 20,073  | (3) (3)  | Common Stock  | 20,073                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| GRASBERGER F NICHOLAS III<br>350 POPLAR CHURCH ROAD<br>CAMP HILL, PA 17011 | X             |           | Chairman, President and CEO |       |

## Signatures

/s/F. Nicholas  
Grasberger III 03/05/2019

\_\_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) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) On March 2, 2018 the reporting person was granted 43,132 restricted stock units of which one-third vested on the first anniversary of the grant date.
- (3) On March 3, 2017 the reporting person was granted 60,219 restricted stock units of which one-third vested on the second anniversary of the grant date.

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