

FAZZOLARI SALVATORE D
Form 4
January 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2011
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAZZOLARI SALVATORE D

(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)
01/27/2011

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	(D)	Price
Common Stock, \$1.25 par value ⁽¹⁾	01/27/2011 ⁽¹⁾	⁽¹⁾	M ⁽¹⁾		6,666.67 ⁽¹⁾	A	\$ 32.895 ⁽¹⁾ 93,428.0638 ⁽¹⁾
Common Stock, \$1.25 par value ⁽¹⁾	01/27/2011 ⁽¹⁾	⁽¹⁾	F ⁽¹⁾		2,080.67 ⁽¹⁾	D	\$ 32.895 ⁽¹⁾ 91,347.3938 ⁽¹⁾

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4)
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	01/27/2011 <u>(1)</u>	<u>(1)</u>	M <u>(1)</u>	6,666.67 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock \$1.25 per share value (\$)
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 16.325 <u>(2)</u>					01/21/2003 <u>(2)</u> 01/20/2012 <u>(2)</u>	Common Stock \$1.25 per share value (\$)
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 31.75 <u>(3)</u>					01/25/2014 <u>(3)</u> 01/24/2018 <u>(3)</u>	Common Stock \$1.25 per share value (\$)
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 31.75 <u>(3)</u>					01/25/2014 <u>(3)</u> 01/24/2018 <u>(3)</u>	Common Stock \$1.25 per share value (\$)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAZZOLARI SALVATORE D 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X		Chairman, President and CEO	

Signatures

Salvatore D. Fazzolari 01/31/2011

**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 restricted stock units granted in 2009 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until the RSUs vest.
- (2) Stock option granted pursuant to the Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (3) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation 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.