

Eddy Kathy G
Form 4
May 18, 2009

FORM 4

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

OMB APPROVAL

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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 *
Eddy Kathy G

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)
P.O. BOX 8888 P.O. BOX 8888
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2009

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

CAMP HILL, PA 17001-8888
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock, \$1.25 par value				(A) or (D) Price	2,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. 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)	Amount or Number of Shares
Restricted Stock Units-NEDSP (1)	(1)	05/15/2009		J	55.141	(1) (1)	Common Stock, \$1.25 par value	55.141 (1)

Reporting Owners

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

Signatures

Mark E. Kimmel,
Attorney-in-Fact
Date: 05/18/2009

__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).
Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year (1) 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. e="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">

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. 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 Title Amount or Number of Shares
 Stock Option \$ 178.39 05/10/2018 M 175
 (6) 05/02/2024 Common Stock 175 \$ 0 1,041 D Stock Option \$ 129.81 05/10/2018 M 250 (7) 05/01/2022
 Common Stock 250 \$ 0 478 D Stock Option \$ 107.98 05/10/2018 M 250 (8) 04/29/2021 Common Stock 250 \$ 0
 333 D Stock Option \$ 105.18 05/10/2018 M 250 (9) 05/02/2023 Common Stock 250 \$ 0 1,312 D Stock Option \$

71.1105/10/2018 M 75 (10)04/30/2020 Common Stock 75 \$ 0 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Husain Kamran F 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Accounting Officer	

Signatures

Denise West, Attorney-in-Fact for Kamran Husain	05/14/2018
__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) This transaction was executed in multiple trades at prices ranging from \$320.26 USD to \$320.26 USD; the price reported above reflects the weighted average sale price.
- (10) 25%/4yr beginning on 30-Apr-2014.
- (2) This transaction was executed in multiple trades at prices ranging from \$320.26 USD to \$320.46 USD; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$320.37 USD to \$320.50 USD; the price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades at prices ranging from \$320.20 USD to \$320.47 USD; the price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$320.35 USD to \$320.48 USD; the price reported above reflects the weighted average sale price.
- (6) 25%/4yr beginning on 02-May-2018.
- (7) 25%/4yr beginning on 01-May-2016.
- (8) 25%/4yr beginning on 29-Apr-2015.
- (9) 25%/4yr beginning on 02-May-2017.

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