

SCHNOOR STEPHEN J
 Form 4
 January 31, 2011

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 *
 SCHNOOR STEPHEN J

(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)
 Sr. V.P., CFO and Treasurer

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/27/2011 ⁽¹⁾ | ⁽¹⁾ | M ⁽¹⁾ | V Amount \$ 1,666.67 ⁽¹⁾ | A Price \$ 32.895 ⁽¹⁾ | 13,700.5844 ⁽¹⁾ | D |
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/27/2011 ⁽¹⁾ | ⁽¹⁾ | F ⁽¹⁾ | V Amount \$ 564.67 ⁽¹⁾ | D Price \$ 32.895 ⁽¹⁾ | 13,135.9144 ⁽¹⁾ | 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

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 ⁽¹⁾ | ⁽¹⁾ | 01/27/2011 ⁽¹⁾ | ⁽¹⁾ | M ⁽¹⁾ | 1,666.67 ⁽¹⁾ | ⁽¹⁾ 01/27/2012 ⁽¹⁾ | Common Stock \$1.25 per share |
| Incentive Stock Option (right to buy) ⁽²⁾ | \$ 31.75 ⁽²⁾ | | | | | 01/25/2014 ⁽²⁾ 01/24/2018 ⁽²⁾ | Common Stock \$1.25 per share |
| Non-Qualified Stock Option (right to buy) ⁽²⁾ | \$ 31.75 ⁽²⁾ | | | | | 01/25/2014 ⁽²⁾ 01/24/2018 ⁽²⁾ | Common Stock \$1.25 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHNOOR STEPHEN J 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011 | | | Sr. V.P., CFO and Treasurer | |

Signatures

Stephen J. Schnoor
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.

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- (2) 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.