

JASINOWSKI JERRY J

Form 4

May 02, 2006

**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 \*  
JASINOWSKI JERRY J2. 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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2006

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

(Street)

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

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

**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                                                  | 1,200                                                                                         | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|
| Phantom<br>Stock Units <u>(1)</u>                   | <u>(1)</u>                                                            |                                         |                                                             |                                         |                                                                                                                 | <u>(1)</u>                                                     | Common<br>Stock,<br>\$1.25 par<br>value                        |                                        |
| Stock Option<br>(Right to Buy)<br><u>(2)</u>        | \$ 32.8125<br><u>(2)</u>                                              |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u> 04/30/2009 <u>(2)</u>                               | Common<br>Stock,<br>\$1.25 par<br>value                        |                                        |
| Stock Option<br>(Right to Buy)<br><u>(2)</u>        | \$ 41.92<br><u>(2)</u>                                                |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u> 04/30/2012 <u>(2)</u>                               | Common<br>Stock,<br>\$1.25 par<br>value                        |                                        |
| Stock Option<br>(Right to Buy)<br><u>(2)</u>        | \$ 33.92<br><u>(2)</u>                                                |                                         |                                                             |                                         |                                                                                                                 | <u>(2)</u> 04/30/2013 <u>(2)</u>                               | Common<br>Stock,<br>\$1.25 par<br>value                        |                                        |
| Restricted<br>Stock<br>Units-NEDSP<br><u>(3)</u>    | <u>(3)</u>                                                            | 05/01/2006                              |                                                             | A                                       | 1,000                                                                                                           | <u>(3)</u> <u>(3)</u>                                          | Common<br>Stock,<br>\$1.25 par<br>value                        | 1,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| JASINOWSKI JERRY J<br>P.O. BOX 8888<br>CAMP HILL, PA 17001-8888 |               | X         |         |       |

## Signatures

Mark E. Kimmel,  
Attorney-In-Fact 05/02/2006

                    \*\*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 deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. 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 scheduled settlement date for the phantom stock units is in annual installments over five years to commence by
- (1) January 31, 2010. 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.
- (2) 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
- (3) 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.

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